

**EXHIBIT F**

**4/12/02 Revised Bar Date Notice Plan,  
with Claims Bar Date Notice (Dkt. 1926-1 and 1926-2)**

**and**

**4/22/02 Claims Bar Date Notice  
signed and entered by Judge Fitzgerald (Dkt. 1960)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |                                 |  |
|---|---------------------------------|--|
| <b>In re:</b><br><br><b>W. R. GRACE &amp; CO., et al.,</b><br><br><b>Debtors.</b> | )<br>)<br>)<br>)<br>)<br>)<br>) | <b>Chapter 11</b><br><br><b>Case No. 01-01139 (JKF)</b><br><b>(Jointly Administered)</b> |
|---|---------------------------------|--|

**REVISED BAR DATE NOTICE PLAN,  
PROOF OF CLAIM FORMS AND RELATED MATERIALS<sup>1</sup>**

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<sup>1</sup> These materials have all been revised to reflect comments from the Official Committee of Unsecured Creditors and the Official Committee of Asbestos Property Damage Claimants and have been agreed to by such Committees.

<sup>2</sup> No objections to this form were filed. For the convenience of the parties, this is another copy of the form filed on February 22, 2002. (Docket No. 1713)



**KINSELLA**  
COMMUNICATIONS, LTD.  
A SOURCECORP. COMPANY

## ***IN RE: W.R. GRACE & CO., ET AL.***

### **BAR DATE NOTICE PLAN FOR ASBESTOS PROPERTY DAMAGE CLAIMS AND OTHER CLAIMS**

This bar date notice plan (“Notice Plan”) is submitted in connection with *In re: W.R. Grace & Co., et al.*, Chapter 11, Case No. 01-01139 (JJF) in the United States Bankruptcy Court, District of Delaware.

The Notice Plan consists of a notice program targeted to persons and entities that may have certain claims against W.R. Grace & Company, its predecessors, subsidiaries, and other related entities (“Grace”):

- Holders and potential holders of Asbestos Property Damage Claims (as such term is defined in Exhibit 1 to the Bar Date Notice, hereinafter, “Property Claimants”) in the United States, its territories, and its commonwealths, Canada, and other countries outside the United States where Grace products may have been shipped.
- Holders of Other Claims including non-asbestos claims (secured and unsecured claims, environmental claims) and Medical Monitoring Claims (as such terms are defined in Exhibit 1 to the Bar Date Notice, hereinafter, “Other Claimants”).

The purpose of the Notice Plan is to outline procedures to provide fair and adequate notice to the Property Claimants and Other Claimants of the Bar Date.

The plan is consistent with notice programs Kinsella Communications, Ltd. (“Kinsella”) designed and implemented in other asbestos bankruptcies and class actions, as well as consumer class actions, all of which have met with court approval.

In developing the Notice Plan, Kinsella relied on information provided by Grace and its experts, on research previously conducted in other asbestos litigation, and on its experience in designing and executing similar plans.

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THE ART & SCIENCE OF LEGAL NOTIFICATION

## NOTICE IMPERATIVES

The notice program employs four primary methods to provide notice:

- Direct notice by mail to all counsel of record for identifiable Property Claimants and Other Claimants, and the Claimants themselves whose addresses are known by Grace or provided to Grace by counsel.
- Broad national published notice through the use of national paid and earned media vehicles.
- National published notice through trade and professional publications.
- Direct notice by mail to third parties (publications) that are likely to have contact with various Claimants.

The proposed Notice Plan takes into consideration information provided by Grace as well as research conducted by Kinsella as follows:

- The asbestos-related business and products of Grace.
- The demographics of Property Claimants and Other Claimants - age, gender, occupation, and the like.
- The media vehicles through which Property Claimants and Other Claimants normally receive information.
- Trade publications likely to be read by owners, administrators, and managers of commercial, residential or public buildings.

## METHODOLOGY

In developing the Notice Plan, Kinsella used information provided by Grace relating to their asbestos business and asbestos claims history. This information was provided in the form of:

- An extensive briefing by counsel to the Debtors and by Grace counsel and staff regarding the asbestos history of Grace.
- Information on Grace's vermiculite and asbestos-containing products.
- Information on the location of Grace's mines and expanding plants.
- Distribution and sales information by state for MK-3 from sales records.
- Other general information relating to the asbestos and vermiculite product history of Grace.

In addition to the above, Kinsella relied on research previously conducted in other asbestos-related cases with respect to the history of asbestos usage in the United States; occupations most likely to have asbestos exposure; types and usage of asbestos products; types of asbestos health injuries; and the like.

For the purpose of designing the paid media segment of the Notice Plan, Kinsella selected demographics that encompass the characteristics of the target audiences. Media vehicles were then analyzed and selected for their strength and efficiency in reaching the demographic targets.

For the purpose of developing profiles of the demographics and media habits of Property Claimants, Kinsella analyzed syndicated data available from the 2001 Doublebase Survey<sup>1</sup> from MediaMark Research, Inc. ("MRI"). MRI is a nationally accredited media and marketing research firm that provides syndicated data on audience size, composition, and other relevant factors pertaining to major media including broadcast, magazines, newspapers, and outdoor advertising. MRI provides a single-source measurement of major media, products, services, and in-depth consumer demographic and lifestyle/psychographic characteristics.

Kinsella analyzed the historical, industrial, demographic, and geographic information cited above to provide direction for the media planning.

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<sup>1</sup> MRI produces an annual Doublebase, a study of 50,000+ adults consisting of two full years of data. The MediaMark sample consists of 26,000+ respondents. Fieldwork is done in two waves per year, each lasting six months and consisting of 13,000 interviews. At the end of the interview, the fieldworker presents a self-administered questionnaire that measures approximately 500 product/service categories, 6,000 brands, and various lifestyle activities. Resulting data is weighted to reflect the probabilities of selection inherent in the sample design and then balanced so that major study demographics match the most recent independent estimates.

## RELEVANT MANUFACTURING HISTORY

Based on information cited above, provided by Grace for the purpose of developing this Notice Plan, the following chronological outline has been constructed regarding the relevant manufacturing history of Grace. This information is not intended to be the basis for any admission of liability. It is solely to assist in the notification of persons in specific occupational fields and geographic locations about the types of asbestos-containing products produced and distributed by Grace and the time periods and locations where exposure may have occurred.

W.R. Grace & Co. entered into the vermiculite business through its 1963 acquisition of the assets of the Zonolite Company. The Zonolite Company's assets included the world's largest vermiculite mine and mill in Libby, Montana, another mine and mill in South Carolina and various manufacturing (expanding) plants. Vermiculite is a mica-like mineral that expands after heating. Commercial sales of expanded vermiculite were incorporated into a variety of plaster, cement and concrete products to improve insulating, acoustical and fireproofing performance. Vermiculite ore may contain naturally occurring asbestos.

In 1959, Zonolite introduced Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied fireproofing product used to provide fire protection for the steel beams of large commercial structures, predominately high-rise buildings. By the 1970s, Grace became the dominant company in the structural fireproofing business. Grace introduced MK-4 in 1970 and MK-5 in 1972. Neither of these products contained commercially added asbestos. In 1973, Grace ceased selling MK-3 and replaced it with MK-5.

One of the commercial products made from Grace's processed vermiculite was Zonolite Attic Insulation ("ZAI"), a loose-fill vermiculite used as insulation in attics. This product was sold from the 1920s or 1930s to 1984 and may have been marketed by other companies under private labels<sup>2</sup>.

In addition to the Libby Mine, Zonolite also operated mines in Enoree and Tigerville, South Carolina. The Enoree Mine has been operating since 1956. The Tigerville Mine started in 1946 and closed in 1956. In 1990, Grace closed the Libby, Montana Mine, which had been in operation since 1922.

Grace also operated entities in Canada including nine expanding plants in six provinces and six sales offices or warehouses in four of the same provinces.

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<sup>2</sup> Loose-fill vermiculite attic insulation produced by Grace was also provided to other companies primarily in the New England area believed to be Wickes Inc., Lumbermen's Mercantile Buyers Corporation, and Carter, which may have marketed the insulation under their private labels.

For certain periods of time, in addition to Mono-Kote 3, Grace manufactured products containing commercially added asbestos. A list of the brand names under which Grace manufactured or distributed these products include, but may not be limited to the following:

- Ari-Zonolite Board Texture (1961-1964); Ari-Zonolite Natural; Ari-Zonolite Oyster White; Ari-Zonolite Nu-White
- Econo-White 65 and Econo-White 70 – Econo - White Acoustical Texture; Econo - White Super White
- Hi-Sorb Acoustical Plaster (1966-1973) – XX White Hi-Sorb; Oyster White Hi-Sorb
- Perlcoustic (1966-1973)
- Perltex Spray Surfaces (19??-1973) – PlasterTex; Perltex Super-40 Spray Surfacer; Perltex Super-40; Gun Coat Spray Surfacer
- Perltex Super - 40 Fog (19??-1973) – Perltex Fog (Prior to 1968)
- Perltex Super - 40 Perltex (19??-1973) – Perltex Perlite; Super - 40 Perlite
- Perltex Super - 40 Polycoarse – Perltex Polycoarse (Prior to 1988)
- Perltex Super - 40 SAV (19??-1973) – Perltex SAV; Super - 40 SAV
- Prep-Coat #3; Prep-Coat #5
- Satin White
- Spra-Wyt
  - a/k/a Spra-Wyt Finish
  - Spra-Wyt Acoustical
  - Spra-Wyt Acoustical Finish
- Vermiculite Acoustical Plaster; Vermiculite Acoustical Plastic
- Versakote – Prep Coat #4
- Z-TEX (1958-1962) – EX-TEX; Z-TEX 2; Z-TEX 2 Super White
- Zono-Coustic (1960-1973) – Zono-Coustic 1; Zonocoustic 2; Zonocoustic 3, Zonocoustic Type Z; and Zonocoustic (MK2)
- Zonolite Acoustical Plaster (1945-1972) – Zonolite Acoustical Plastic; Zonolite Board of Education Texture (1962-1963) – Board of Education Hard Texture
- Zonolite Finish Coat (1956-1970) – Decorator's White
- Zonolite Finish Coat (1961-1973) – Decorator's White Extra Hard
- Zonolite Finishing Cement
- Zonolite High Temperature Insulating Cement (1938-1971) – Hi Temp Insulating Cement; Zonolite Hi-Temperature Cement; Zonolite High Temperature Cement
- Zonolite Mono-Kote (MK-1) (1958-1962) – Mono-Kote (generic name)
- Zonolite Mono-Kote 3 (MK-3) 1959-1973 – Mono-Kote (generic name)
- Zonolite Spra-Insulation (1959-1973) – Mono-Kote (MK-2)
- Zonolite Spra-TEX - Regular (1955-1972) – Zonolite Spra-TEX EH
- Zonolite Spra TEX - Extra Hard (1961-1972)

Historically, the asbestos-related claims filed against Grace have been:

- Bodily injury claims alleging health effects from exposure to Grace's asbestos-containing products, such as MK-3.
- Claims alleging bodily injury from asbestos in connection with the mining and processing of vermiculite from the Libby, Montana Mine.
- Property damage claims seeking, among other things, payment for the cost of removing or containing asbestos-containing products in commercial and public buildings.

Of the approximately 328,000 bodily injury claims filed against Grace, the vast majority of claims allege exposure to MK-3. To date, 216 bodily injury claims have been filed arising from the Libby Mine. 379 property damage lawsuits covering thousands of buildings have been filed with the majority of these suits prior to 1990. The number of claims relating to other products is negligible. With respect to ZAI, a number of state and national class actions alleging property damage have been filed recently, with a statewide class certified in one of these actions.



## TARGET AUDIENCES

Since all media is purchased based on demographics, it is important to determine age, gender, and other demographic characteristics in order to design a media-based notice program to adequately reach the Bar Date Claimants. The demographic characteristics of the Claimants follow:

### ***DEMOGRAPHICS OF HOLDERS OF ASBESTOS PROPERTY DAMAGE CLAIMS***

Holders of Asbestos Property Damage Claims include individuals or entities which allege, among other things, cost of removal damages, diminution of value or economic loss caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace. Using MRI, the demographic target “Executives, Managers and Administrators” was selected as most likely to include for Property Claimants. This target includes individuals responsible for managing and/or administrating commercial, residential, and public buildings.

| Demographics                 | Exec/Mgr/Admin |
|------------------------------|----------------|
| <b>Gender:</b>               |                |
| Male                         | 55.1%          |
| Female                       | 44.9%          |
|                              |                |
| <b>Age:</b>                  |                |
| 35+                          | 75.8%          |
| 55+                          | 13.4%          |
| 65+                          | 2.1%           |
|                              |                |
| <b>Education:</b>            |                |
| Graduated High School        | 18.6%          |
| Did Not Graduate High School | 2.8%           |
| Graduated/Attended College   | 78.7%          |
|                              |                |
| <b>Household Income:</b>     |                |
| Under \$19,999               | 1.0%           |
| \$20,000 - \$29,999          | 3.1%           |
| \$30,000+                    | 96.0%          |
| \$50,000+                    | 82.8%          |
|                              |                |
| <b>Race:</b>                 |                |
| White                        | 89.7%          |
| Black                        | 6.5%           |

## ***DEMOGRAPHICS OF OTHER CLAIMANTS***

Other Claimants include individuals or entities with secured and unsecured claims, environmental claims, and Medical Monitoring Claims. It is not possible to establish specific demographic profiles of individuals through MRI or other sources due to the diverse nature of the claims.

However, it is highly likely that these individuals will be 35 years of age and older (“Adults 35+”) with Medical Monitoring Claimants being at least forty-five years of age and older.

## MEDIA TARGET AUDIENCES

In selecting the target audiences for purposes of buying and purchasing media, Kinsella examined the demographics of affected claimants using MRI data. The following outlines the target audience selected:

- **Primary Target** – Executives, Managers and Administrators encompassing owners and managers of commercial, residential and public buildings.
- **Secondary Target** – Adults 35+, encompassing commercial, residential and public building owners and managers, and holders of Other Claims.

Executives, Managers and Administrators were selected because this target includes individuals responsible for managing and/or administering commercial, residential, and public buildings. Other demographic targets such as “Owners/Partners” or “Adults 35+” were not selected as the primary target because they are overly broad and would include an inordinately large percentage of individuals who would not be potential Property Damage Claimants.

Adults 35+ was selected as a secondary target since it includes the Other Claimants as well as the Property Damage Claimants.

## **NOTICE TARGETS**

There are a number of target audiences to which notice will be given:

- Counsel for identifiable Property Claimants and the Claimants themselves whose names and addresses are provided by counsel to Grace.
- Counsel for identifiable Other Claimants and the Claimants themselves whose names and addresses are provided by counsel to Grace.
- Property Claimants and Other Claimants within the general public who have not filed a claim.

## **DIRECT MAIL NOTICE**

### ***DIRECT NOTICE TO CLAIMANTS***

The Claims Bar Date Notice Package, consisting of the Claims Bar Date Notice, the Bar Date Order, the Notice to Attorneys and Certification, where appropriate, and appropriate Proof of Claim Forms, and Instructions, will be mailed to:

- Counsel of record for all readily identifiable Property Claimants with pending asbestos property damage claims, as well as Property Claimants themselves where such names and addresses have been supplied to Grace by counsel of record.
- All identifiable persons and entities that hold Other Claims against Grace, including Grace's trade creditors, environmental claimants, and Medical Monitoring Claimants, and their counsel of record. The vast majority of Claimants with secured and unsecured claims as well as environmental claims will be reached through direct notice.
- All residents of the Libby, Montana area.
- All individuals who call the toll-free telephone number or write and request a copy of the Claims Bar Date Notice Package from the Official Claims Agent.

Individuals with access to the Internet can view copies of the Claims Bar Date Notice Package directly from the Grace Chapter 11 web site.

## **U.S. NATIONAL PAID ADVERTISING**

The core of the notice program is paid media, which includes national consumer magazines, business magazines, national newspapers, newspaper supplements, and trade publications.

An analysis of the media habits of Executives, Managers and Administrators indicates that they are heavy consumers of magazines and newspapers.

For the purpose of evaluating the strength and efficiency of the media, the selected media were measured against the demographic targets to establish the *reach*<sup>3</sup> of the media program and the *frequency*<sup>4</sup> of exposure to the media vehicles.

### ***PRINT DESIGN AND PLACEMENT***

The Summary Bar Date Notice is designed as an advertisement to capture and hold the attention of potential Claimants. The headline clearly targets and addresses Claimants by type calling their attention to the importance of the notice. The content of the Summary Notice clearly stipulates types of Claimants and claims using subheads, product descriptions, and simple language to avoid any confusion. The Internet address and toll-free number are boldly displayed to allow Claimants to obtain complete information in the form of the Claims Bar Date Notice Package.

Magazines and newspaper supplements were analyzed for their composition<sup>5</sup> and coverage<sup>6</sup> of Executives, Managers and Administrators and Adults 35+. The print plan described below was selected over other similar plans because of the quality of the business editorial content and higher frequency of exposure to individuals most likely to be Property Damage Claimants, as opposed to those who may be administrators or managers of small business entities, who are also part of the target demographic. The owners and administrators/managers of the types of facilities that may have Grace Property Damage Claims may be more likely to be consumers of business publications and attentive to information in those publications because of the editorial content. Multiple insertions in general consumer publications, although sufficient to reach the overall generic target, may be less targeted to the Property Damage Claimants than a plan that includes the judicious use of general consumer publications with strong business magazines and national newspapers.

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<sup>3</sup> Reach is the estimated percentage of a target audience reached through a specific media vehicle or combination of media vehicles.

<sup>4</sup> Frequency is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message.

<sup>5</sup> Percentage of target audience in readership.

<sup>6</sup> Percentage of target audience reached.

The Summary Bar Date Notice (See Exhibit 1.), designed as a black & white advertisement, will be placed in the following publications:

### Newspaper Supplements

- A standard magazine size ad (6-3/4"x10-3/4") will be placed once in *Parade* magazine. The readership of *Parade* among Executives, Managers and Administrators is 10,095,000, and the readership among Adults 35+ is 57,571,000.
- An "M" unit ad (7"x10-3/4") will be placed twice in *USA Weekend*. The readership of *USA Weekend* among Executives, Managers and Administrators is 4,996,000, and the readership among Adults 35+ is 34,825,000.

Together, these two newspaper supplements are inserted into 919 newspapers reaching every major media market in the country. Reach estimates used in this plan only include the reach of 898 newspapers as MRI has not released the new data for calculating the reach of the 21 new newspapers now carrying *Parade* and *USA Weekend*. (See Exhibit 2.)

### Consumer Magazines

The consumer magazine schedule includes the following:

- A full-page ad (7" x 10") will be placed twice in *Business Week*. The readership among Executives, Managers and Administrators is 1,262,000; and the readership among Adults 35+ is 3,116,000.
- A full-page ad (7' x 10") will be placed once in *Forbes*. The readership among Executives, Managers and Administrators is 1,196,000; and the readership among Adults 35+ is 3,096,000.
- A full-page ad (7" x 10") will be placed once in *Fortune*. The readership among Executives, Managers and Administrators is 1,252,000; and the readership among Adults 35+ is 2,581,000.
- A full-page ad (7' x 10') will be placed once in *Money*. The readership among Executives, Managers and Administrators is 1,756,000; and the readership among Adults 35+ is 5,924,000.
- A full-page ad (5-3/4" x 9") will be placed once in *National Geographic*. The readership among Executives, Managers and Administrators is 3,717,000; and the readership among Adults 35+ is 21,984,000.

- A full-page ad (7" x 10") will be placed twice in *Newsweek*. The readership among Executives, Managers and Administrators is 3,124,000; and the readership among Adults 35+ is 13,890,000.
- A full-page ad (7" x 10") will be placed twice in *People*. The readership among Executives, Managers and Administrators is 4,327,000; and the readership among Adults 35+ is 22,198,000.
- A full-page ad (4-3/4" x 6-3/4") will be placed once in *Reader's Digest*. The readership among Executives, Managers and Administrators is 4,118,000; and the readership among Adults 35+ is 33,635,000.
- A full-page ad (7" x 10") will be placed once in *Sports Illustrated*. The readership among Executives, Managers and Administrators is 2,615,000; and the readership among Adults 35+ is 11,466,000.
- A full-page ad (7" x 10") will be placed three times in *Time*. The readership among Executives, Managers and Administrators is 3,092,000; and the readership among Adults 35+ is 15,338,000.
- A full-page ad (4-1/2" x 6-7/8") will be placed once in *TV Guide*. The readership among Executives, Managers and Administrators is 2,772,000; and the readership among Adults 35+ is 20,317,000.

The following table provides readership for the primary and secondary targets:

| Publication                | Ad<br>s   | Circulation        | Readership<br>Exec/Mgr/Admin | Readership<br>Adults 35+ |
|----------------------------|-----------|--------------------|------------------------------|--------------------------|
| <i>Business Week</i>       | 2         | 971,435            | 1,262,000                    | 3,116,000                |
| <i>Forbes</i>              | 1         | 907,266            | 1,196,000                    | 3,096,000                |
| <i>Fortune</i>             | 1         | 855,208            | 1,252,000                    | 2,581,000                |
| <i>Money</i>               | 1         | 1,907,159          | 1,756,000                    | 5,924,000                |
| <i>National Geographic</i> | 1         | 5,000,000          | 3,717,000                    | 21,894,000               |
| <i>Newsweek</i>            | 2         | 3,100,000          | 3,124,000                    | 13,890,000               |
| <i>Parade</i>              | 1         | 35,900,000         | 10,095,000                   | 57,571,000               |
| <i>People</i>              | 2         | 3,350,000          | 4,327,000                    | 22,198,000               |
| <i>Reader's Digest</i>     | 1         | 12,500,000         | 4,118,000                    | 33,635,000               |
| <i>Sports Illustrated</i>  | 1         | 3,150,000          | 2,615,000                    | 11,466,000               |
| <i>Time</i>                | 3         | 4,000,000          | 3,092,000                    | 15,338,000               |
| <i>TV Guide</i>            | 1         | 9,000,000          | 2,772,000                    | 20,317,000               |
| <i>USA Weekend</i>         | 2         | 23,600,000         | 4,996,000                    | 34,825,000               |
| <b>TOTAL</b>               | <b>19</b> | <b>104,241,068</b> | <b>44,322,000</b>            | <b>245,851,000</b>       |



In addition to the effective combined reach of the consumer magazines, business publications, and newspaper supplements, other factors distinguished the selection of these individual publications (See Exhibit 3.):

- *Parade, USA Weekend, Reader's Digest, People, and National Geographic* are among the highest read publications in both target audiences.
- *The Wall Street Journal, Fortune, and Business Week* index very high for readership by Executives, Managers and Administrators.
- *Reader's Digest, Money, The Wall Street Journal, and The New York Times* index very high for readership by Adults 35+.
- These media recommendations include nine of the top 10 highest reaching publications among Executives, Managers and Administrators, and six of the top 10 highest reaching publications among Adults 35+.

## **National Newspapers**

The Summary Bar Date Notice will be placed in national newspapers to reach primarily Property Claimants as well as Other Claimants who may consume this media.

The national newspaper schedule includes the following:

- A quarter-page ad (6-7/16" x 10-1/2") will be placed twice in Sunday edition of *The New York Times*. The readership among Executives, Managers and Administrators is 737,000; and the readership among Adults 35+ is 2,849,000.
- A quarter-page ad (5-11/16" x 10-1/2") will be placed twice in *USA Today*. The readership among Executives, Managers and Administrators is 1,052,000; and the readership among Adults 35+ is 3,256,000.
- A quarter-page ad (6-27/32" x 10-9/16") will be placed twice in *The Wall Street Journal*. The readership among Executives, Managers and Administrators is 1,220,000; and the readership among Adults 35+ is 2,767,000.

## Local Newspapers

Kinsella selected local newspapers for targeted notice to individuals with Asbestos Property Damage Claims and/or Medical Monitoring Claims who live or may have lived in the Libby, Montana area. A Summary Notice as a quarter-page ad will be directed to these Claimants in the following papers:

| NEWSPAPER                   | AD SIZE  | CIRCULATION |
|-----------------------------|----------|-------------|
| <i>Kalispell Inter Lake</i> | 1/4 Page | 16,360      |
| <i>Libby Montanian</i>      | 1/4 Page | 4,000       |
| <i>Libby Western News</i>   | 1/4 Page | 3,675       |
| <i>Missoula Missoulian</i>  | 1/4 Page | 37,818      |

## U.S. COMMONWEALTH AND TERRITORIES

In order to provide notice in the commonwealths and territories that are outside the continental United States, newspaper advertising was selected. Ads sized appropriately to take into consideration differing newspaper sizes and language translations will be placed once in newspapers in Guam, Puerto Rico, and in the U.S. Virgin Islands as outlined in the chart below:

| U.S. TERRITORY/POSSESSION        | NEWSPAPER                   | CIRCULATION |
|----------------------------------|-----------------------------|-------------|
| Guam                             | <i>Agana Pacific News</i>   | 25,022      |
| Puerto Rico                      | <i>El Nuevo Dia</i>         | 165,907     |
| Puerto Rico                      | <i>El Vocero</i>            | 194,039     |
| Puerto Rico                      | <i>San Juan Star</i>        | 32,973      |
| St. Croix (U.S. Virgin Islands)  | <i>St. Croix Avis</i>       | 10,500      |
| St. John (U.S. Virgin Islands)   | <i>St. John Trade Winds</i> | 3,000       |
| St. Thomas (U.S. Virgin Islands) | <i>St. Thomas News</i>      | 16,330      |

## Trade Publications

In addition to the notice provided through direct mail and national newspapers, available trade/professional publications, consumer business magazines were selected to provide notice to Property Claimants.

A version of the Summary Bar Date Notice (See Exhibit 5.) will be published in the following 35 publications (See Exhibit 6.):

- **School, College and University Publications**
  - American School and University
  - American School Board Journal
  - Business Officer
  - Chronicle of Higher Education
  - College Planning & Management
  - Facilities Manager
  - School Board News
  - The School Administrator
  - University Business
- **Commercial Property Publications**
  - BOMA.org
  - Building Operating Management
  - Buildings
  - Commercial Investment Real Estate
  - Commercial Property News
  - Facility Management Journal
  - Facility Manager
  - Journal of Property Management
  - Maintenance Solutions
  - National Real Estate Investor
- **Federal, State and Local Government Publications**
  - County News
  - Governing
  - Government Executive
  - Nation's Cities Weekly
  - State Government News
- **Hospital Publications**
  - A H A News
  - FacilityCare
  - Health Facilities Management
  - Modern Healthcare

- **Hotel and Lodging Publications**
  - Hotel and Motel Management
  - Lodging
- **Airport Publications**
  - Airports
- **Church Publications**
  - Church Business
  - Your Church
- **Mall/Shopping Center Publications**
  - Shopping Centers Today
- **Movie Theater Publications**
  - Box Office

## MEDIA DELIVERY

The media program, using national consumer and business magazines, newspaper supplements, and national newspapers, delivers, in the aggregate, the following reach and frequency of exposure measurements<sup>7</sup>:

- **The estimated<sup>8</sup> unduplicated reach of Executives, Managers and Administrators is 90.1% with an estimated average of 4.0 opportunities to see the Notice.** The total Gross Impressions are 70,236,000. This indicates that Executives, Managers and Administrators will have 70 million opportunities to see the notice.
- **The estimated unduplicated reach of Adults 35+ is 83.1% with an estimated average of 3.3 opportunities to see the Notice.** The total Gross Impressions are 368,388,000. This indicates that Adults 35+ will have 368 million opportunities to see the notice.

The reach of trade publications is not included in these estimates.

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<sup>7</sup> The media delivery does not include the reach of trade publications or newspapers outside the continental United States as they are not measured.

<sup>8</sup> MRI is a sample-based survey. Therefore, estimates of audience and/or demographics from these surveys are subject to sampling and non-sampling error. The use of mathematical values from these surveys should not be regarded as a representation that they are exact to the precise mathematical value stated.

## INTERNATIONAL ADVERTISING

Other than shipments to Canada, there is no indication through available records that the Debtors' asbestos-containing products were shipped outside the United States. A review of the vermiculite concentrate shipments outside North America indicates that very small quantities of the vermiculite ore were shipped to other countries from 1956 to 1984. In almost all instances, the records do not indicate a specific geographic location within each country to which the shipments were made.

In addition, Grace sold some vermiculite products to various parties in the Persian Gulf region and Asia. These sales constituted no more than about 1% of Grace's vermiculite sales. Grace records indicate that workers installing Grace's vermiculite products for these projects were drawn from around the world. As a result, there is no possible way to provide notice to such claimants. No international claims have been filed with the exception of claims from Canada.

Therefore, international notice will be directed to Canada only.

### CANADA

W. R. Grace operated nine expanding plants in six provinces in Canada. Grace also maintained six sales offices or warehouses in four of the same provinces. (See Exhibit 7.)

The paid media notice program in Canada is directed to Property Damage Claimants and Other Claimants. Adults 35+ is the primary demographic target as it is not possible to measure reach against Executives, Managers and Administrators. The Canadian program includes consumer magazines and targeted newspapers.

### Print Placement

The Summary Bar Date Notice will be placed in the following publications:

#### CONSUMER MAGAZINES

The consumer magazine schedule includes the following:

- A full-page ad will be placed once in both the national English and French versions of *Reader's Digest* (*Selection du Reader's Digest*) with a combined circulation of 1,222,209. *Reader's Digest* has the largest circulation and audience of all magazines in Canada.
- A full-page ad will be placed once in both the English and French versions of *Chatelaine* with a combined circulation of 918,474.

- A full-page ad will be placed once in both the English and French versions of *Canadian Living (Coup de Ponce)* with a combined circulation of 720,206.
- A full-page ad will be placed once in *Canadian Geographic* with a circulation of 229,130.
- A full-page ad will be placed once in both the national English and French versions of *McLean's (L'Actualite)* with a combined circulation of 691,866.

## NEWSPAPERS

To provide broad national coverage, the newspaper advertising will include ads in the two national newspapers and in the 36 largest circulating newspapers in 10 Provinces including the top metro markets as well as newspapers covering cities with Grace plants, warehouses, or sales offices. Multiple newspapers will be used in the largest markets to increase reach. These newspapers also include the four largest French language newspapers in Canada where approximately 20% of adults are French speaking. The ads placed in the following newspapers will be equivalent in size to a standard quarter-page U.S. ad and measure approximately 6" x 11" and will be placed on the highest circulation day:

| PROVINCE         | CITY          | NEWSPAPER             | CIRCULATION |
|------------------|---------------|-----------------------|-------------|
| National         |               | National Post         | 332,288     |
|                  |               | Globe & Mail          | 353,951     |
| British Columbia | Vancouver     | Sun                   | 247,085     |
|                  | Vancouver     | Province              | 160,597     |
|                  | Victoria      | Times Colonist        | 76,431      |
|                  | Prince George | Prince George Citizen | 18,689      |
| Alberta          | Edmonton      | Journal               | 163,373     |
|                  | Calgary       | Herald                | 130,488     |
|                  | Edmonton      | Sun                   | 110,017     |
|                  | Calgary       | Sun                   | 100,523     |
| Saskatchewan     | Saskatoon     | Star Phoenix          | 70,128      |
|                  | Regina        | Leader Post           | 68,395      |
| Manitoba         | Winnipeg      | Free Press            | 187,486     |
|                  | Winnipeg      | Sun                   | 58,766      |
| Ontario          | Toronto       | Star                  | 702,595     |
|                  | Toronto       | Sun                   | 400,717     |
|                  | Ottawa        | Citizen               | 185,384     |
|                  | Hamilton      | Spectator             | 127,539     |
|                  | London        | Free Press            | 125,623     |
|                  | Windsor       | Star                  | 87,333      |
|                  | Kitchener     | Waterloo Record       | 85,043      |

|                      |                |                     |         |
|----------------------|----------------|---------------------|---------|
|                      | Ottawa         | Sun                 | 56,742  |
|                      | St. Catharines | Standard            | 41,541  |
|                      | Ottawa         | La Droit (French)   | 40,645  |
|                      | Thunder Bay    | Chronicle-Journal   | 38,242  |
|                      | Kingston       | Whig Standard       | 34,577  |
| Quebec               | Montreal       | Le Journal (French) | 334,762 |
|                      | Montreal       | La Presse (French)  | 286,293 |
|                      | Montreal       | Gazette             | 188,144 |
|                      | Quebec (city)  | Le Soleil (French)  | 126,771 |
|                      | Quebec (city)  | Le Journal (French) | 126,611 |
| New Brunswick        | Moncton        | Times-Transcript    | 46,109  |
|                      | Fredericton    | Daily Gleaner       | 29,461  |
|                      | Saint John     | Telegraph Journal   | 23,730  |
| Nova Scotia          | Halifax        | Chronicle           | 112,139 |
|                      | Halifax        | Daily News          | 33,977  |
| Prince Edward Island | Charlottetown  | Guardian            | 21,267  |
| Newfoundland         | St. John's     | Telegram            | 57,811  |

## CANADIAN MEDIA DELIVERY

The media program, using national consumer magazines and national and local newspapers, delivers, in the aggregate, the following reach and frequency of exposure measurements:

- **The estimated unduplicated reach of Adults 35+ is 80.3% with an estimated average of 1.9 opportunities to see the media notice.** The total Gross Impressions are 24,547,800. This indicates that Adults 35+ will have 24 million opportunities to see the notice.



## **THE NATIONAL EARNED MEDIA PROGRAM**

The purpose of the earned media portion of the notice program is to generate national and local broadcast coverage on television, radio, and cable as well as coverage in targeted daily newspapers. The earned media program will include the following elements:

### ***NEWS RELEASE***

- A press release will be sent to 2,000 newspapers, wire services, magazines, and broadcast points across the United States through PR News wire. The press release will provide essentially the same information as the Summary Notice. (See Exhibit 8.)
- A version of the press release will be sent to newspaper, radio and television stations in Montana specifically addressing Asbestos Property Damage and Medical Monitoring Claims. (See Exhibit 9.)

## ON-LINE NOTICE

The Claims Bar Date Notice Package as PDF files will be posted on the Grace Chapter 11 web site enabling all Claimants to view the Claims Bar Date Notice, the Bar Date Order, and all Proof of Claim Forms. The site will be listed with search engines and indexes.

There are approximately a dozen major English-language search engines and approximately 200 general and special-purpose search indexes.

A *search engine* (e.g., AltaVista) is a database of web pages with listings based on the contents of each page. Many search engines also run “spiders” that roam around the Internet from link to link looking for new pages.

A *search index* (e.g., Yahoo!) is a database or directory of web sites. A listing on an index depends on what information is submitted to the search index because unlike “spiders,” humans compile the listings. Many search services base their searches on others’ indexes but add value by categorizing and organizing the information in a certain way.

Among the search engines and indexes to be used to direct all Claimants to the Grace Chapter 11 web site are the following:

|              |                  |
|--------------|------------------|
| -AOL Search  | -Inktomi         |
| -Alta Vista  | -LookSmart       |
| -Ask Jeeves  | -Lycos           |
| -Direct Hit  | -MSN Search      |
| -Excite      | -NBCi            |
| -FAST Search | -Netscape Search |
| -Go/Infoseek | -Northern Light  |
| -GoTo        | -Open Directory  |
| -Google      | -Raging Search   |
| -HotBot      | -RealNames       |
| -Iwon        | -Yahoo!          |
| -Inktomi     | -WebTop          |
| -LookSmart   |                  |
| -Lycos       |                  |
| -MSN Search  |                  |

## **TOLL-FREE TELEPHONE SUPPORT**

All advertising will direct the reader/viewer to call a toll-free telephone number in order to receive the Claims Bar Date Notice Package and obtain information and instructions regarding filing proofs of claim. In addition to the toll-free number, the print advertising will provide the address of the Claims Agent and the Internet address as alternative contact mechanisms.

## NOTICE FLOWCHART

This plan is based on a 120-day notification period.

|   | May |    |    |    | June |    |    |    | July |   |    |    |    | August |    |    |    |
|---|-----|----|----|----|------|----|----|----|------|---|----|----|----|--------|----|----|----|
| Vehicle                                 | 6   | 13 | 20 | 27 | 3    | 10 | 17 | 24 | 1    | 8 | 15 | 22 | 29 | 5      | 12 | 19 | 26 |
|   |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| Direct Mail                             |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| Internet Web Site                       |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| Press Release                           |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| Trade Publications                      |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| National Newspapers                     |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| Local Newspapers<br>Targeting Libby, MT |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| US Terr./Possession<br>Newspapers       |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Business Week #1</i>                 |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Business Week #2</i>                 |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Forbes</i>                           |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Fortune</i>                          |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Money</i>                            |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>National Geographic</i>              |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Newsweek #1</i>                      |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Newsweek #2</i>                      |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Parade</i>                           |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>People #1</i>                        |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>People #2</i>                        |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Reader's Digest</i>                  |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Sports Illustrated</i>               |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Time #1</i>                          |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Time #2</i>                          |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Time #3</i>                          |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>TV Guide</i>                         |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>USA Weekend #1</i>                   |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>USA Weekend #2</i>                   |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>CA Newspapers</i>                    |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>CA Rader's Digest</i>                |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |
| <i>Selection du Reader's<br/>Digest</i> |     |    |    |    |      |    |    |    |      |   |    |    |    |        |    |    |    |

Please note that the on-sale date for each of the publications listed above is usually prior to the issue date. For example, Chatelaine, Canadian Living and Coupe De Pouce have on-sale dates of July 8<sup>th</sup>, July 9<sup>th</sup>, and July 9<sup>th</sup>, respectively. In addition, depending upon the Court approval date of the Bar Date Notice Program, some trade publications may extend into August.

*In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139(JJF)*

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## **ESTIMATED BUDGET**

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### **Paid Media**<sup>9</sup>

Business and Consumer Magazines, Local  
and National

*Newspapers, Newspaper Supplements,  
Trade Publications* \$2,819,800.00

### **Production**

Print Ad Design, Production and  
Distribution \$3,650.00

**Earned Media** \$3,500.00

### **Miscellaneous Expenses**

Courier, Duplicating, Overnight  
Delivery, Postage, Travel, Telephone and  
Telefax \$7,500.00

**ESTIMATED TOTAL** **\$2,834,450.00**

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<sup>9</sup> Upon receiving final ad copy, Kinsella Communications, Ltd. will negotiate final advertising rates. Advertising rates are set by the individual publications/networks and are subject to change without notice. We will make every effort to update any changes in the advertising rates we have quoted and to negotiate the best rates possible.

# **If You Own or Operate a Commercial, Residential or Public Building Constructed With Asbestos-Containing Products or Have Other Claims Against W. R. Grace**

## **Your Claims Must Be Filed By Month Date, 2002**

W. R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The Bankruptcy Court has ordered that all individuals and entities with Asbestos Property Claims or certain Other Claims against Grace must file these claims on or before Month, Date 2002.

### **Who is Affected by this Notice?**

#### *Asbestos Property Damage Claimants*

Individuals and entities that own or manage commercial, public and high-rise residential buildings that have asbestos-containing products may be affected including schools, hotels, government buildings, theaters, airports, churches, and other public facilities.

Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace.

#### *Other Claimants*

Other Claimants include individuals and entities with claims other than Asbestos Personal Injury Claims. These include general unsecured trade claims, contract claims, environmental claims, and Medical Monitoring Claims which allege no current personal injury, but significant exposure to Grace asbestos or vermiculite products requiring the claimant to be examined medically or tested to detect possible future injury.

### **What Types of Products are Involved?**

#### *Grace Asbestos-Containing Products*

Grace produced and marketed vermiculite products containing added asbestos primarily to the commercial construction industry.

From 1959 to 1973, Grace marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied fireproofing product used to provide fire protection for the enclosed steel structures of large buildings. Other Grace products included Zonolite Acoustical Plastic, and other acoustical plaster and texture products used primarily on interior ceilings and walls.

#### *Grace Vermiculite Products*

Grace mined, produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. The products were sold to the building construction, agricultural/horticultural and consumer markets. These products included Monokote Fireproofing, Zonolite Concrete Roof Decks and Zonolite Masonry Insulation.

### **How do I file a Claim?**

To preserve your claim, you must file the appropriate Proof of Claim Form with the Claims Agent so that it is received by Month, Date, 2002. Failure to file a Proof of Claim Form by the Bar Date may result in your claim not being considered for payment.

This is a Summary Notice only. For complete information including the Claims Bar Date Notice, Proof of Claim Forms, instructions for filing a claim, a list of Grace asbestos-containing products, and a list of Grace entities write to: Claims Agent, Re: W. R. Grace , P.O. Box xxx, City, State, Zip or call:

**1-800-888-8888 or visit [www.xxxxxxxx.com](http://www.xxxxxxxx.com)**

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City             | Newspaper                          | Circulation | Sunday Magazine |
|-------|------------------|------------------------------------|-------------|-----------------|
| AK    | Anchorage        | Daily News                         | 84,275      | Parade Magazine |
| AK    | Fairbanks        | News-Miner                         | 21,329      | Parade Magazine |
| AK    | Juneau           | Empire                             | 8,639       | USA Weekend     |
| AK    | Kenai            | Peninsula Clarion                  | 5,483       | USA Weekend     |
| AL    | Alexander City   | Outlook                            | 4,700       | Parade Magazine |
| AL    | Anniston         | Star                               | 27,924      | Parade Magazine |
| AL    | Birmingham       | News, Post Herald                  | 191,944     | Parade Magazine |
| AL    | Decatur          | Daily                              | 27,950      | USA Weekend     |
| AL    | Dothan           | Eagle                              | 36,620      | USA Weekend     |
| AL    | Florence         | Times Daily                        | 34,267      | Parade Magazine |
| AL    | Gadsden          | Times                              | 26,889      | USA Weekend     |
| AL    | Huntsville       | Times                              | 78,967      | Parade Magazine |
| AL    | Jasper           | Mountain Eagle                     | 11,974      | USA Weekend     |
| AL    | Mobile           | Register                           | 118,895     | Parade Magazine |
| AL    | Montgomery       | Advertiser                         | 66,124      | USA Weekend     |
| AL    | Opelika          | News                               | 14,068      | USA Weekend     |
| AL    | Selma            | Times-Journal                      | 8,812       | USA Weekend     |
| AL    | Talladega        | Daily Home                         | 10,700      | Parade Magazine |
| AL    | Tuscaloosa       | News                               | 40,123      | Parade Magazine |
| AR    | Benton           | Courier                            | 7,367       | USA Weekend     |
| AR    | Blytheville      | Courier News                       | 3,772       | USA Weekend     |
| AR    | Conway           | Log Cabin Democrat                 | 11,394      | USA Weekend     |
| AR    | El Dorado        | News-Times                         | 16,420      | USA Weekend     |
| AR    | Fort Smith       | Southwest Times Record             | 46,300      | USA Weekend     |
| AR    | Harrison         | Times                              | 10,292      | USA Weekend     |
| AR    | Hot Springs      | Sentinel - Record                  | 19,206      | USA Weekend     |
| AR    | Jonesboro        | Sun                                | 29,966      | USA Weekend     |
| AR    | Little Rock      | Arkansas Democrat-Gazette          | 289,673     | Parade Magazine |
| AR    | Mountain Home    | Baxter Bulletin                    | 11,042      | USA Weekend     |
| AR    | Paragould        | Press                              | 5,842       | USA Weekend     |
| AR    | Pine Bluff       | Commercial                         | 19,749      | USA Weekend     |
| AR    | Russellville     | Courier                            | 12,909      | USA Weekend     |
| AR    | Searcy           | Citizen                            | 6,220       | USA Weekend     |
| AR    | Springdale       | Morning News of Northwest Arkansas | 36,354      | USA Weekend     |
| AZ    | Bullhead City    | News                               | 9,330       | USA Weekend     |
| AZ    | Casa Grande      | Dispatch                           | 9,579       | USA Weekend     |
| AZ    | Douglas          | Dispatch                           | 2,850       | USA Weekend     |
| AZ    | Flagstaff        | Arizona Daily Sun                  | 13,067      | Parade Magazine |
| AZ    | Kingman          | Miner                              | 8,245       | USA Weekend     |
| AZ    | Lake Havasu City | News-Herald                        | 12,059      | USA Weekend     |
| AZ    | Mesa             | Tribune                            | 96,536      | Parade Magazine |
| AZ    | Phoenix          | Arizona Republic                   | 599,450     | USA Weekend     |
| AZ    | Prescott         | Courier                            | 19,830      | USA Weekend     |
| AZ    | Sierra Vista     | Herald                             | 11,155      | USA Weekend     |
| AZ    | Sun City         | News-Sun                           | 19,340      | USA Weekend     |
| AZ    | Tucson           | Citizen                            | 41,351      | USA Weekend     |
| AZ    | Tucson           | Arizona Daily Star                 | 177,290     | Parade Magazine |
| AZ    | Yuma             | Daily Sun                          | 26,670      | Parade Magazine |
| CA    | Auburn           | Journal                            | 12,358      | USA Weekend     |
| CA    | Bakersfield      | Californian                        | 84,218      | Parade Magazine |
| CA    | Barstow          | Desert Dispatch                    | 5,181       | USA Weekend     |
| CA    | Benicia          | Herald                             | 4,328       | USA Weekend     |
| CA    | Chico            | Enterprise-Record                  | 33,175      | USA Weekend     |
| CA    | Davis            | Enterprise                         | 10,141      | USA Weekend     |
| CA    | El Centro        | Imperial Valley Press              | 16,602      | USA Weekend     |
| CA    | Eureka           | Times - Standard                   | 20,728      | USA Weekend     |
| CA    | Fairfield        | Republic                           | 22,225      | USA Weekend     |
| CA    | Freemont-Newark  | Argus                              | 32,975      | USA Weekend     |
| CA    | Fresno           | Bee                                | 194,551     | Parade Magazine |



## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City            | Newspaper                     | Circulation | Sunday Magazine |
|-------|-----------------|-------------------------------|-------------|-----------------|
| CA    | Grass Valley    | <i>Union</i>                  | 16,304      | USA Weekend     |
| CA    | Hanford         | <i>Sentinel</i>               | 12,938      | USA Weekend     |
| CA    | Hayward         | <i>Review</i>                 | 39,182      | USA Weekend     |
| CA    | Lakeport        | <i>Lake County Record Bee</i> | 7,680       | USA Weekend     |
| CA    | Lodi            | <i>News Sentinel</i>          | 16,869      | USA Weekend     |
| CA    | Lompoc          | <i>Record</i>                 | 8,369       | USA Weekend     |
| CA    | Long Beach      | <i>Press Telegram</i>         | 110,033     | Parade Magazine |
| CA    | Los Angeles     | <i>Daily News</i>             | 200,419     | USA Weekend     |
| CA    | Los Angeles     | <i>Times</i>                  | 1,391,343   | Parade Magazine |
| CA    | Madera          | <i>Tribune</i>                | 5,700       | USA Weekend     |
| CA    | Marin County    | <i>Independent Journal</i>    | 40,071      | USA Weekend     |
| CA    | Marysville      | <i>Appeal - Democrat</i>      | 22,217      | USA Weekend     |
| CA    | Merced          | <i>Sun-Star</i>               | 17,818      | USA Weekend     |
| CA    | Modesto         | <i>Bee</i>                    | 91,805      | Parade Magazine |
| CA    | Monterey        | <i>County Herald</i>          | 36,945      | Parade Magazine |
| CA    | Napa            | <i>Napa Valley Register</i>   | 19,339      | USA Weekend     |
| CA    | Oakland         | <i>Oakland Tribune</i>        | 64,415      | USA Weekend     |
| CA    | Oceanside       | <i>North County Times</i>     | 93,703      | Parade Magazine |
| CA    | Ontario         | <i>Bulletin</i>               | 75,143      | USA Weekend     |
| CA    | Palm Springs    | <i>The Desert Sun</i>         | 61,063      | USA Weekend     |
| CA    | Palmdale        | <i>Antelope Valley Press</i>  | 30,690      | USA Weekend     |
| CA    | Pasadena        | <i>Star-News</i>              | 38,843      | USA Weekend     |
| CA    | Pleasanton      | <i>Tri Valley Herald</i>      | 42,292      | USA Weekend     |
| CA    | Porterville     | <i>Recorder</i>               | 11,302      | USA Weekend     |
| CA    | Red Bluff       | <i>News</i>                   | 7,039       | USA Weekend     |
| CA    | Redding         | <i>Record Searchlight</i>     | 38,631      | Parade Magazine |
| CA    | Redlands        | <i>Redlands Daily Facts</i>   | 7,116       | USA Weekend     |
| CA    | Riverside       | <i>Press-Enterprise</i>       | 178,631     | Parade Magazine |
| CA    | Sacramento      | <i>Bee</i>                    | 351,999     | Parade Magazine |
| CA    | Sacramento      | <i>Bee</i>                    | 296,482     | USA Weekend     |
| CA    | Salinas         | <i>Californian</i>            | 19,047      | USA Weekend     |
| CA    | San Bernardino  | <i>Sun</i>                    | 83,752      | USA Weekend     |
| CA    | San Diego       | <i>Union-Tribune</i>          | 444,649     | Parade Magazine |
| CA    | San Francisco   | <i>Examiner Chronicle</i>     | 540,074     | Parade Magazine |
| CA    | San Francisco   | <i>Examiner Chronicle</i>     | 540,074     | USA Weekend     |
| CA    | San Gabriel     | <i>Valley Tribune</i>         | 53,492      | USA Weekend     |
| CA    | San Jose        | <i>Mercury News</i>           | 317,799     | Parade Magazine |
| CA    | San Luis Obispo | <i>Telegram - Tribune</i>     | 43,213      | Parade Magazine |
| CA    | San Mateo       | <i>County Times</i>           | 37,587      | USA Weekend     |
| CA    | Santa Ana       | <i>Orange County Register</i> | 410,207     | Parade Magazine |
| CA    | Santa Barbara   | <i>News-Press</i>             | 47,902      | USA Weekend     |
| CA    | Santa Cruz      | <i>County Sentinel</i>        | 29,073      | USA Weekend     |
| CA    | Santa Maria     | <i>Times</i>                  | 20,122      | USA Weekend     |
| CA    | Santa Rosa      | <i>Press Democrat</i>         | 99,196      | USA Weekend     |
| CA    | Stockton        | <i>Record</i>                 | 72,473      | Parade Magazine |
| CA    | Torrance        | <i>Daily Breeze</i>           | 79,458      | Parade Magazine |
| CA    | Torrance        | <i>Daily Breeze</i>           | 82,755      | USA Weekend     |
| CA    | Tulare          | <i>Advance Register</i>       | 8,236       | USA Weekend     |
| CA    | Turlock         | <i>Journal</i>                | 5,890       | USA Weekend     |
| CA    | Ukiah           | <i>Journal</i>                | 7,779       | USA Weekend     |
| CA    | Vallejo         | <i>Times-Herald</i>           | 22,178      | USA Weekend     |
| CA    | Ventura County  | <i>Star †</i>                 | 108,906     | Parade Magazine |
| CA    | Victorville     | <i>Press</i>                  | 38,848      | USA Weekend     |
| CA    | Visalia         | <i>Times Delta</i>            | 28,320      | USA Weekend     |
| CA    | Walnut Creek    | <i>Contra Costa Times</i>     | 196,818     | Parade Magazine |
| CA    | Watsonville     | <i>Register-Pajaronian</i>    | 7,435       | USA Weekend     |
| CA    | Whittier        | <i>News</i>                   | 17,818      | USA Weekend     |
| CA    | Woodland        | <i>Democrat</i>               | 10,038      | USA Weekend     |
| OO    | Boulder         | <i>Sunday Camera</i>          | 42,666      | Parade Magazine |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                       | Newspaper                             | Circulation | Sunday Magazine |
|-------|----------------------------|---------------------------------------|-------------|-----------------|
| CO    | Colorado Springs           | <i>Gazette-Telegraph</i>              | 117,911     | Parade Magazine |
| CO    | Denver                     | <i>Post &amp; Rocky Mountain News</i> | 801,315     | Parade Magazine |
| CO    | Denver                     | <i>Post &amp; Rocky Mountain News</i> | 970,000     | USA Weekend     |
| CO    | Durango                    | <i>Herald</i>                         | 8,438       | USA Weekend     |
| CO    | Fort Collins               | <i>Coloradoan</i>                     | 35,303      | USA Weekend     |
| CO    | Glenwood Springs           | <i>Western Slope Sunday</i>           | 7,712       | Parade Magazine |
| CO    | Grand Junction             | <i>Sentinel</i>                       | 33,803      | Parade Magazine |
| CO    | Greeley                    | <i>Tribune</i>                        | 24,597      | USA Weekend     |
| CO    | Montrose                   | <i>Press</i>                          | 6,693       | USA Weekend     |
| CO    | Pueblo                     | <i>Chieftan</i>                       | 54,085      | Parade Magazine |
| CT    | Bridgeport                 | <i>Connecticut Post</i>               | 88,510      | USA Weekend     |
| CT    | Danbury                    | <i>News-Times</i>                     | 39,024      | Parade Magazine |
| CT    | Greenwich                  | <i>Time</i>                           | 13,751      | Parade Magazine |
| CT    | Hartford                   | <i>Courant</i>                        | 293,221     | Parade Magazine |
| CT    | Manchester                 | <i>Journal Inquirer</i>               | 44,242      | USA Weekend     |
| CT    | Meriden                    | <i>Record-Journal</i>                 | 26,803      | USA Weekend     |
| CT    | New Britain                | <i>Herald</i>                         | 34,198      | USA Weekend     |
| CT    | New Haven                  | <i>Register</i>                       | 100,438     | USA Weekend     |
| CT    | New London                 | <i>Day</i>                            | 45,422      | Parade Magazine |
| CT    | Norwalk                    | <i>Hour</i>                           | 15,575      | USA Weekend     |
| CT    | Norwich                    | <i>Bulletin</i>                       | 33,460      | USA Weekend     |
| CT    | Stamford                   | <i>Advocate</i>                       | 35,004      | Parade Magazine |
| CT    | Torrington                 | <i>Register-Citizen</i>               | 10,379      | USA Weekend     |
| CT    | Waterbury                  | <i>Republican-American</i>            | 68,653      | Parade Magazine |
| DC    | Washington                 | <i>Post</i>                           | 1,070,809   | Parade Magazine |
| DC    | Washington                 | <i>Times</i>                          | 84,562      | USA Weekend     |
| DE    | Dover                      | <i>Delaware State News</i>            | 29,336      | Parade Magazine |
| DE    | Wilmington                 | <i>News Journal</i>                   | 142,858     | USA Weekend     |
| FL    | Boca Raton                 | <i>News</i>                           | 14,840      | USA Weekend     |
| FL    | Bradenton                  | <i>Herald</i>                         | 56,930      | USA Weekend     |
| FL    | Brooksville                | <i>Hernando Today</i>                 | 7,843       | USA Weekend     |
| FL    | Charlotte Harbor           | <i>Sun-Herald</i>                     | 41,417      | USA Weekend     |
| FL    | Crystal River              | <i>Citrus County Chronicle</i>        | 29,101      | USA Weekend     |
| FL    | Daytona Beach              | <i>News-Journal</i>                   | 124,536     | USA Weekend     |
| FL    | Fort Lauderdale            | <i>South Florida Sun-Sentinel</i>     | 381,838     | USA Weekend     |
| FL    | Fort Myers                 | <i>News-Press</i>                     | 119,247     | USA Weekend     |
| FL    | Fort Pierce/Port St. Lucie | <i>Tribune</i>                        | 29,456      | Parade Magazine |
| FL    | Fort Walton Beach          | <i>Northwest Florida News</i>         | 49,530      | Parade Magazine |
| FL    | Gainesville                | <i>Sun</i>                            | 58,238      | Parade Magazine |
| FL    | Jacksonville               | <i>Times-Union</i>                    | 234,237     | USA Weekend     |
| FL    | Lakeland                   | <i>Ledger</i>                         | 92,527      | Parade Magazine |
| FL    | Leesburg                   | <i>Commercial</i>                     | 32,038      | USA Weekend     |
| FL    | Marianna                   | <i>Jackson County Floridan</i>        | 6,576       | USA Weekend     |
| FL    | Melbourne                  | <i>Today</i>                          | 113,721     | USA Weekend     |
| FL    | Miami                      | <i>El Nuevo Herald</i>                | 57,274      | Parade Magazine |
| FL    | Miami                      | <i>Herald</i>                         | 440,391     | Parade Magazine |
| FL    | Naples                     | <i>News</i>                           | 77,198      | Parade Magazine |
| FL    | Ocala                      | <i>Star-Banner</i>                    | 55,234      | Parade Magazine |
| FL    | Orlando                    | <i>Sentinel</i>                       | 382,439     | Parade Magazine |
| FL    | Panama City                | <i>News-Herald</i>                    | 38,162      | USA Weekend     |
| FL    | Pensacola                  | <i>News Journal</i>                   | 81,612      | USA Weekend     |
| FL    | Sarasota                   | <i>Herald-Tribune</i>                 | 145,625     | Parade Magazine |
| FL    | Sebring                    | <i>Highlands Today</i>                | 18,073      | USA Weekend     |
| FL    | St. Augustine              | <i>Record</i>                         | 16,384      | USA Weekend     |
| FL    | St. Petersburg             | <i>Times</i>                          | 431,832     | Parade Magazine |
| FL    | Stuart                     | <i>News</i>                           | 48,311      | Parade Magazine |
| FL    | Tallahassee                | <i>Democrat</i>                       | 66,199      | Parade Magazine |
| FL    | Tampa                      | <i>Tribune</i>                        | 307,737     | Parade Magazine |
| FL    | Vero Beach                 | <i>Press-Journal</i>                  | 39,046      | Parade Magazine |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                      | Newspaper                              | Circulation | Sunday Magazine |
|-------|---------------------------|--|-------------|-----------------|
| FL    | West Palm Beach           | <i>Post</i>                            | 227,171     | Parade Magazine |
| FL    | Winter Haven              | <i>News-Chief</i>                      | 11,169      | USA Weekend     |
| GA    | Albany                    | <i>Herald</i>                          | 31,613      | USA Weekend     |
| GA    | Americus                  | <i>Times-Recorder</i>                  | 7,350       | USA Weekend     |
| GA    | Athens                    | <i>Banner Herald and News</i>          | 33,253      | USA Weekend     |
| GA    | Atlanta                   | <i>Journal-Constitution</i>            | 651,684     | Parade Magazine |
| GA    | Augusta                   | <i>Chronicle</i>                       | 97,488      | USA Weekend     |
| GA    | Brunswick                 | <i>News</i>                            | 16,167      | USA Weekend     |
| GA    | Canton                    | <i>Cherokee Tribune</i>                | 7,450       | USA Weekend     |
| GA    | Carrollton                | <i>Times-Georgian</i>                  | 9,858       | USA Weekend     |
| GA    | Cartersville              | <i>Tribune-News</i>                    | 9,286       | USA Weekend     |
| GA    | Columbus                  | <i>Ledger-Enquirer</i>                 | 64,637      | Parade Magazine |
| GA    | Conyers                   | <i>Rockdale Citizen</i>                | 11,325      | USA Weekend     |
| GA    | Cordele                   | <i>Dispatch</i>                        | 5,246       | USA Weekend     |
| GA    | Dalton                    | <i>Citizen-News</i>                    | 12,344      | USA Weekend     |
| GA    | Douglasville              | <i>County Sentinel</i>                 | 4,421       | USA Weekend     |
| GA    | Dublin                    | <i>Courier-Herald</i>                  | 11,056      | USA Weekend     |
| GA    | Gainesville               | <i>Times</i>                           | 26,693      | USA Weekend     |
| GA    | Griffin                   | <i>News</i>                            | 12,276      | USA Weekend     |
| GA    | Jonesboro                 | <i>News &amp; Herald</i>               | 4,876       | USA Weekend     |
| GA    | La Grange                 | <i>News</i>                            | 9,813       | USA Weekend     |
| GA    | Lawrenceville             | <i>Gwinnett Daily Post</i>             | 62,746      | USA Weekend     |
| GA    | Macon                     | <i>Telegraph</i>                       | 89,824      | Parade Magazine |
| GA    | Marietta                  | <i>Journal</i>                         | 19,234      | USA Weekend     |
| GA    | Milledgeville             | <i>Union-Recorder</i>                  | 8,456       | USA Weekend     |
| GA    | Moultrie                  | <i>Observer</i>                        | 7,000       | USA Weekend     |
| GA    | Newnan                    | <i>Times - Herald</i>                  | 9,450       | USA Weekend     |
| GA    | Rome                      | <i>News-Tribune</i>                    | 19,529      | USA Weekend     |
| GA    | Savannah                  | <i>News &amp; Press</i>                | 75,960      | USA Weekend     |
| GA    | Statesboro                | <i>Herald</i>                          | 6,150       | USA Weekend     |
| GA    | Thomasville               | <i>Times-Enterprise</i>                | 9,397       | USA Weekend     |
| GA    | Tifton                    | <i>Gazette</i>                         | 8,250       | USA Weekend     |
| GA    | Valdosta                  | <i>Times</i>                           | 20,617      | USA Weekend     |
| GA    | Warner Robins             | <i>Sun</i>                             | 8,405       | USA Weekend     |
| HI    | Hilo                      | <i>Tribune-Herald</i>                  | 22,724      | USA Weekend     |
| HI    | Honolulu                  | <i>Advertiser &amp; Star-Bulletin</i>  | 64,344      | Parade Magazine |
| HI    | Honolulu                  | <i>Star-Bulletin</i>                   | 188,956     | USA Weekend     |
| HI    | Kailua-Kona               | <i>West Hawaii Today</i>               | 15,098      | USA Weekend     |
| HI    | Lihue                     | <i>Garden Island</i>                   | 9,360       | USA Weekend     |
| HI    | Wailuku                   | <i>Maui News</i>                       | 25,090      | Parade Magazine |
| IA    | Ames                      | <i>Tribune</i>                         | 10,206      | Parade Magazine |
| IA    | Burlington                | <i>Hawk Eye</i>                        | 21,336      | Parade Magazine |
| IA    | Cedar Rapids              | <i>Gazette</i>                         | 80,229      | Parade Magazine |
| IA    | Clinton                   | <i>Herald</i>                          | 12,917      | USA Weekend     |
| IA    | Council Bluffs            | <i>Nonpareil</i>                       | 21,430      | USA Weekend     |
| IA    | Davenport-Bettendorf      | <i>Quad City Times</i>                 | 71,063      | Parade Magazine |
| IA    | Des Moines                | <i>Register</i>                        | 235,211     | USA Weekend     |
| IA    | Dubuque-East Dubuque      | <i>Telegraph-Herald</i>                | 34,086      | USA Weekend     |
| IA    | Fort Dodge - Webster City | <i>Messenger &amp; Freeman-Journal</i> | 20,808      | Parade Magazine |
| IA    | Iowa City                 | <i>Press-Citizen</i>                   | 17,981      | USA Weekend     |
| IA    | Marshalltown              | <i>Times-Republican</i>                | 10,375      | Parade Magazine |
| IA    | Mason City                | <i>Globe-Gazette</i>                   | 22,825      | Parade Magazine |
| IA    | Sioux City                | <i>Journal</i>                         | 45,198      | USA Weekend     |
| IA    | Waterloo                  | <i>Courier</i>                         | 51,938      | Parade Magazine |
| ID    | Boise                     | <i>Idaho Statesman</i>                 | 86,755      | USA Weekend     |
| ID    | Coeur d'Alene             | <i>Press</i>                           | 16,453      | USA Weekend     |
| ID    | Idaho Falls               | <i>Post-Register</i>                   | 25,386      | Parade Magazine |
| ID    | Lewiston                  | <i>Tribune</i>                         | 25,060      | Parade Magazine |
| ID    | Nampa-Caldwell            | <i>Idaho Press Tribune</i>             | 19,499      | Parade Magazine |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                         | Newspaper                               | Circulation | Sunday Magazine |
|-------|------------------------------|---|-------------|-----------------|
| ID    | Pocatello                    | <i>Idaho State Journal</i>              | 18,552      | Parade Magazine |
| ID    | Twin Falls                   | <i>Times-News</i>                       | 23,799      | Parade Magazine |
| IL    | Alton-East Alton-Wood River  | <i>Telegraph</i>                        | 29,010      | USA Weekend     |
| IL    | Aurora                       | <i>Beacon News</i>                      | 28,269      | USA Weekend     |
| IL    | Belleville                   | <i>News-Democrat</i>                    | 63,407      | Parade Magazine |
| IL    | Benton                       | <i>News</i>                             | 3,599       | USA Weekend     |
| IL    | Bloomington                  | <i>Pantagraph</i>                       | 51,767      | Parade Magazine |
| IL    | Carbondale                   | <i>Southern Illinoisan</i>              | 36,042      | Parade Magazine |
| IL    | Centralia-Central City-Wamac | <i>Sentinel</i>                         | 14,815      | Parade Magazine |
| IL    | Champaign                    | <i>News-Gazette</i>                     | 49,180      | Parade Magazine |
| IL    | Chicago                      | <i>Daily Herald</i>                     | 146,927     | USA Weekend     |
| IL    | Chicago                      | <i>Southtown</i>                        | 58,678      | USA Weekend     |
| IL    | Chicago                      | <i>Sun-Times</i>                        | 380,716     | USA Weekend     |
| IL    | Chicago                      | <i>Tribune</i>                          | 1,001,662   | Parade Magazine |
| IL    | Crystal Lake                 | <i>Northwest Herald</i>                 | 35,880      | USA Weekend     |
| IL    | Danville                     | <i>Commercial News</i>                  | 19,629      | Parade Magazine |
| IL    | De Kalb                      | <i>Chronicle</i>                        | 10,199      | USA Weekend     |
| IL    | Decatur                      | <i>Herald and Review</i>                | 41,052      | Parade Magazine |
| IL    | Dixon                        | <i>Telegraph</i>                        | 9,595       | USA Weekend     |
| IL    | DuQuoin                      | <i>Call</i>                             | 3,443       | USA Weekend     |
| IL    | Eldorado                     | <i>Journal</i>                          | 1,250       | USA Weekend     |
| IL    | Elgin                        | <i>Courier News</i>                     | 16,121      | USA Weekend     |
| IL    | Freeport                     | <i>Journal-Standard</i>                 | 15,600      | Parade Magazine |
| IL    | Galesburg                    | <i>Register Mail</i>                    | 14,734      | USA Weekend     |
| IL    | Harrisburg                   | <i>Register</i>                         | 5,276       | USA Weekend     |
| IL    | Jacksonville                 | <i>Journal-Courier</i>                  | 14,732      | USA Weekend     |
| IL    | Joliet                       | <i>Herald News</i>                      | 42,902      | USA Weekend     |
| IL    | Kankakee                     | <i>Journal</i>                          | 32,083      | USA Weekend     |
| IL    | La Salle                     | <i>News-Tribune</i>                     | 19,139      | USA Weekend     |
| IL    | Macomb                       | <i>Journal</i>                          | 8,100       | USA Weekend     |
| IL    | Marion                       | <i>Republican</i>                       | 3,797       | USA Weekend     |
| IL    | Moline                       | <i>Dispatch</i>                         | 32,266      | USA Weekend     |
| IL    | Mount Vernon                 | <i>Register News</i>                    | 9,222       | USA Weekend     |
| IL    | Peoria                       | <i>Journal-Star</i>                     | 91,582      | Parade Magazine |
| IL    | Pontiac                      | <i>Leader</i>                           | 4,253       | USA Weekend     |
| IL    | Quincy                       | <i>Herald-Whig</i>                      | 27,430      | Parade Magazine |
| IL    | Rock Island                  | <i>Argus</i>                            | 14,449      | USA Weekend     |
| IL    | Rockford                     | <i>Register Star</i>                    | 69,890      | USA Weekend     |
| IL    | Springfield                  | <i>State Journal-Register</i>           | 68,047      | Parade Magazine |
| IL    | Sterling-Rock Falls          | <i>Gazette &amp; Sauk Valley Sunday</i> | 22,369      | USA Weekend     |
| IL    | Waukegan                     | <i>News Sun</i>                         | 25,851      | USA Weekend     |
| IL    | West Frankfort               | <i>American</i>                         | 3,250       | USA Weekend     |
| IN    | Anderson                     | <i>Herald Bulletin</i>                  | 29,242      | Parade Magazine |
| IN    | Auburn                       | <i>Star</i>                             | 7,696       | USA Weekend     |
| IN    | Bloomington-Bedford          | <i>Herald-Times</i>                     | 46,581      | Parade Magazine |
| IN    | Bluffton                     | <i>News Banner</i>                      | 5,176       | USA Weekend     |
| IN    | Columbia City                | <i>Post &amp; Mail</i>                  | 4,800       | USA Weekend     |
| IN    | Columbus                     | <i>Republic</i>                         | 21,912      | USA Weekend     |
| IN    | Crawfordsville               | <i>Journal Review</i>                   | 10,084      | USA Weekend     |
| IN    | Decatur                      | <i>Democrat</i>                         | 5,430       | USA Weekend     |
| IN    | Elkhart                      | <i>Truth</i>                            | 27,123      | USA Weekend     |
| IN    | Evansville                   | <i>Courier</i>                          | 100,429     | Parade Magazine |
| IN    | Fort Wayne                   | <i>Journal-Gazette</i>                  | 127,818     | Parade Magazine |
| IN    | Fort Wayne                   | <i>News Sentinel</i>                    | 46,999      | USA Weekend     |
| IN    | Frankfort                    | <i>The Times</i>                        | 6,751       | USA Weekend     |
| IN    | Franklin                     | <i>Journal</i>                          | 17,981      | USA Weekend     |
| IN    | Gary                         | <i>Post Tribune</i>                     | 65,521      | USA Weekend     |
| IN    | Greencastle                  | <i>Banner Graphic</i>                   | 5,580       | USA Weekend     |
| IN    | Greenfield                   | <i>Reporter</i>                         | 9,792       | USA Weekend     |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                     | Newspaper                           | Circulation | Sunday Magazine |
|-------|--------------------------|-------------------------------------|-------------|-----------------|
| IN    | Indianapolis             | <i>Star</i>                         | 365,546     | USA Weekend     |
| IN    | Kendallville             | <i>News Sun</i>                     | 6,990       | USA Weekend     |
| IN    | Kokomo                   | <i>Tribune</i>                      | 24,268      | Parade Magazine |
| IN    | Lafayette-West Lafayette | <i>Journal and Courier</i>          | 37,138      | USA Weekend     |
| IN    | Lake County              | <i>The Times</i>                    | 95,610      | Parade Magazine |
| IN    | Logansport               | <i>Pharos-Tribune</i>               | 11,530      | Parade Magazine |
| IN    | Marion                   | <i>Chronicle-Tribune</i>            | 20,224      | USA Weekend     |
| IN    | Michigan City            | <i>News-Dispatch</i>                | 13,802      | USA Weekend     |
| IN    | Monticello               | <i>Herald Journal</i>               | 5,243       | USA Weekend     |
| IN    | Muncie                   | <i>Star Press</i>                   | 35,933      | USA Weekend     |
| IN    | New Albany               | <i>Tribune &amp; Ledger-Tribune</i> | 8,398       | Parade Magazine |
| IN    | New Castle               | <i>Courier-Times</i>                | 10,059      | USA Weekend     |
| IN    | Noblesville              | <i>Ledger</i>                       | 9,721       | USA Weekend     |
| IN    | Peru                     | <i>Tribune</i>                      | 12,095      | USA Weekend     |
| IN    | Richmond                 | <i>Palladium-Item</i>               | 22,708      | USA Weekend     |
| IN    | Seymour                  | <i>Tribune</i>                      | 10,482      | USA Weekend     |
| IN    | Shelbyville              | <i>News</i>                         | 10,555      | USA Weekend     |
| IN    | South Bend               | <i>Tribune</i>                      | 100,778     | Parade Magazine |
| IN    | Terre Haute              | <i>Tribune-Star</i>                 | 38,813      | Parade Magazine |
| IN    | Vincennes                | <i>Sun-Commercial</i>               | 14,010      | USA Weekend     |
| IN    | Wabash                   | <i>Plain Dealer</i>                 | 6,262       | USA Weekend     |
| IN    | Warsaw                   | <i>Times-Union</i>                  | 11,650      | USA Weekend     |
| KS    | Arkansas City            | <i>Traveler</i>                     | 4,886       | USA Weekend     |
| KS    | Dodge City               | <i>Globe</i>                        | 7,756       | USA Weekend     |
| KS    | Garden City              | <i>Telegram</i>                     | 10,198      | USA Weekend     |
| KS    | Great Bend               | <i>Tribune</i>                      | 7,196       | Parade Magazine |
| KS    | Hays                     | <i>Daily News</i>                   | 13,170      | USA Weekend     |
| KS    | Hutchinson               | <i>News</i>                         | 40,541      | USA Weekend     |
| KS    | Kansas City              | <i>Kansan</i>                       | 10,206      | USA Weekend     |
| KS    | Lawrence                 | <i>Journal-World</i>                | 19,663      | USA Weekend     |
| KS    | Leavenworth              | <i>Times</i>                        | 7,230       | USA Weekend     |
| KS    | Manhattan                | <i>The Manhattan Mercury</i>        | 11,724      | Parade Magazine |
| KS    | Newton                   | <i>Kansan</i>                       | 7,874       | USA Weekend     |
| KS    | Olathe                   | <i>Daily News</i>                   | 6,450       | USA Weekend     |
| KS    | Pittsburg                | <i>Morning Sun</i>                  | 10,500      | USA Weekend     |
| KS    | Salina                   | <i>Journal</i>                      | 32,436      | USA Weekend     |
| KS    | Topeka                   | <i>Capital-Journal</i>              | 65,020      | USA Weekend     |
| KS    | Wichita                  | <i>Eagle</i>                        | 152,474     | Parade Magazine |
| KS    | Winfield                 | <i>Courier</i>                      | 5,445       | USA Weekend     |
| KY    | Ashland                  | <i>Sunday Independent</i>           | 23,106      | Parade Magazine |
| KY    | Bowling Green            | <i>News</i>                         | 26,737      | Parade Magazine |
| KY    | Elizabethtown            | <i>News-Enterprise</i>              | 19,103      | Parade Magazine |
| KY    | Glasgow                  | <i>Glasgow Daily Times</i>          | 9,690       | Parade Magazine |
| KY    | Henderson                | <i>Gleaner</i>                      | 10,949      | USA Weekend     |
| KY    | Hopkinsville             | <i>Kentucky New Era</i>             | 11,710      | USA Weekend     |
| KY    | Lexington                | <i>Herald-Leader</i>                | 149,614     | Parade Magazine |
| KY    | Louisville               | <i>Courier-Journal</i>              | 289,349     | USA Weekend     |
| KY    | Madisonville             | <i>Messenger</i>                    | 8,831       | USA Weekend     |
| KY    | Owensboro                | <i>Messenger-Inquirer</i>           | 33,650      | Parade Magazine |
| KY    | Paducah                  | <i>Sun</i>                          | 30,336      | USA Weekend     |
| KY    | Richmond                 | <i>Register</i>                     | 7,741       | USA Weekend     |
| KY    | Somerset                 | <i>Commonwealth Journal</i>         | 8,900       | Parade Magazine |
| LA    | Alexandria               | <i>Town Talk</i>                    | 39,434      | USA Weekend     |
| LA    | Baton Rouge              | <i>Advocate</i>                     | 124,848     | Parade Magazine |
| LA    | Bogalusa                 | <i>News</i>                         | 6,005       | USA Weekend     |
| LA    | Hammond                  | <i>Star</i>                         | 14,325      | USA Weekend     |
| LA    | Houma                    | <i>Daily Courier</i>                | 20,296      | Parade Magazine |
| LA    | Lafayette                | <i>Advertiser</i>                   | 51,258      | USA Weekend     |
| LA    | Lake Charles             | <i>American Press</i>               | 42,700      | Parade Magazine |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                     | Newspaper                         | Circulation | Sunday Magazine |
|-------|--------------------------|-----------------------------------|-------------|-----------------|
| LA    | Monroe                   | <i>News-Star</i>                  | 41,519      | USA Weekend     |
| LA    | New Iberia               | <i>Iberian</i>                    | 15,103      | USA Weekend     |
| LA    | New Orleans              | <i>Times-Picayune</i>             | 290,941     | Parade Magazine |
| LA    | Opelousas                | <i>World</i>                      | 12,570      | USA Weekend     |
| LA    | Ruston                   | <i>Leader</i>                     | 6,200       | Parade Magazine |
| LA    | Shreveport               | <i>Times</i>                      | 84,148      | USA Weekend     |
| MA    | Attleboro                | <i>Sun-Chronicle</i>              | 21,585      | USA Weekend     |
| MA    | Boston                   | <i>Globe</i>                      | 710,256     | Parade Magazine |
| MA    | Boston                   | <i>Herald</i>                     | 164,661     | USA Weekend     |
| MA    | Brockton                 | <i>Enterprise</i>                 | 49,347      | USA Weekend     |
| MA    | Cape Cod                 | <i>Sunday Cape Cod Times</i>      | 54,942      | Parade Magazine |
| MA    | Fall River               | <i>Herald News</i>                | 27,663      | USA Weekend     |
| MA    | Fitchburg                | <i>Sentinel-Enterprise</i>        | 17,593      | USA Weekend     |
| MA    | Framingham               | <i>Metro-West Daily</i>           | 45,481      | USA Weekend     |
| MA    | Gloucester               | <i>Times</i>                      | 11,470      | USA Weekend     |
| MA    | Greenfield               | <i>Recorder</i>                   | 14,261      | USA Weekend     |
| MA    | Lawrence                 | <i>Eagle-Tribune</i>              | 55,169      | USA Weekend     |
| MA    | Lowell                   | <i>Sun</i>                        | 55,817      | USA Weekend     |
| MA    | New Bedford              | <i>Standard-Times</i>             | 40,629      | Parade Magazine |
| MA    | Newburyport              | <i>News</i>                       | 13,934      | USA Weekend     |
| MA    | North Adams              | <i>Transcript</i>                 | 9,050       | USA Weekend     |
| MA    | Northampton              | <i>Daily Hampshire Gazette</i>    | 20,007      | USA Weekend     |
| MA    | Pittsfield               | <i>Berkshire Eagle/Transcript</i> | 35,572      | USA Weekend     |
| MA    | Quincy                   | <i>Patriot Ledger</i>             | 82,134      | USA Weekend     |
| MA    | Salem                    | <i>News</i>                       | 34,413      | USA Weekend     |
| MA    | Springfield              | <i>Sunday Republican</i>          | 136,135     | Parade Magazine |
| MA    | Taunton                  | <i>Gazette</i>                    | 13,013      | USA Weekend     |
| MA    | Worcester                | <i>Sunday Telegram</i>            | 126,301     | Parade Magazine |
| MD    | Annapolis                | <i>Capital</i>                    | 49,416      | USA Weekend     |
| MD    | Baltimore                | <i>Sun</i>                        | 465,338     | Parade Magazine |
| MD    | Cumberland               | <i>Times-News</i>                 | 32,750      | USA Weekend     |
| MD    | Easton                   | <i>Star-Democrat</i>              | 17,411      | USA Weekend     |
| MD    | Frederick                | <i>News &amp; Post</i>            | 41,920      | USA Weekend     |
| MD    | Hagerstown               | <i>Herald/Mail</i>                | 39,312      | Parade Magazine |
| MD    | Lanham                   | <i>Prince George's Journal</i>    | 28,681      | USA Weekend     |
| MD    | Rockville                | <i>Montgomery Journal</i>         | 30,184      | USA Weekend     |
| MD    | Salisbury                | <i>Times</i>                      | 31,263      | USA Weekend     |
| MD    | Westminster              | <i>Carroll County Times</i>       | 24,142      | USA Weekend     |
| ME    | Augusta                  | <i>Kennebec Journal</i>           | 14,106      | USA Weekend     |
| ME    | Bangor                   | <i>News</i>                       | 74,835      | USA Weekend     |
| ME    | Biddeford                | <i>Journal Tribune</i>            | 10,827      | USA Weekend     |
| ME    | Lewiston-Auburn          | <i>Sun-Journal &amp; Sunday</i>   | 36,673      | USA Weekend     |
| ME    | Portland                 | <i>Telegram</i>                   | 115,313     | Parade Magazine |
| ME    | Waterville               | <i>Sentinel</i>                   | 18,434      | USA Weekend     |
| MI    | Adrian                   | <i>Telegram</i>                   | 16,357      | USA Weekend     |
| MI    | Alpena                   | <i>News</i>                       | 11,069      | USA Weekend     |
| MI    | Ann Arbor                | <i>News</i>                       | 71,560      | Parade Magazine |
| MI    | Bad Axe                  | <i>Huron Tribune</i>              | 7,841       | USA Weekend     |
| MI    | Battle Creek             | <i>Enquirer</i>                   | 25,885      | USA Weekend     |
| MI    | Bay City                 | <i>Times</i>                      | 47,201      | Parade Magazine |
| MI    | Benton Harbor-St. Joseph | <i>Herald-Palladium</i>           | 30,065      | USA Weekend     |
| MI    | Cadillac                 | <i>News</i>                       | 9,752       | USA Weekend     |
| MI    | Detroit                  | <i>Free Press, News</i>           | 738,248     | USA Weekend     |
| MI    | Escanaba                 | <i>Press</i>                      | 10,735      | USA Weekend     |
| MI    | Flint                    | <i>Journal</i>                    | 106,892     | Parade Magazine |
| MI    | Grand Rapids             | <i>Press</i>                      | 190,828     | Parade Magazine |
| MI    | Greenville               | <i>News</i>                       | 8,613       | USA Weekend     |
| MI    | Hillsdale                | <i>News</i>                       | 8,100       | USA Weekend     |
| MI    | Holland                  | <i>Sentinel</i>                   | 18,340      | USA Weekend     |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                      | Newspaper                       | Circulation | Sunday Magazine |
|-------|---------------------------|---------------------------------|-------------|-----------------|
| MI    | Houghton                  | <i>Mining Gazette</i>           | 10,597      | USA Weekend     |
| MI    | Iron Mountain             | <i>News</i>                     | 9,911       | USA Weekend     |
| MI    | Jackson                   | <i>Citizen Patriot</i>          | 40,528      | Parade Magazine |
| MI    | Kalamazoo                 | <i>Gazette</i>                  | 74,183      | Parade Magazine |
| MI    | Lansing                   | <i>State Journal</i>            | 90,812      | USA Weekend     |
| MI    | Marquette                 | <i>Mining Journal</i>           | 18,449      | Parade Magazine |
| MI    | Midland                   | <i>News &amp; Huron Tribune</i> | 18,065      | USA Weekend     |
| MI    | Monroe                    | <i>News</i>                     | 25,212      | Parade Magazine |
| MI    | Mount Clemens             | <i>Macomb Daily</i>             | 77,035      | Parade Magazine |
| MI    | Mount Pleasant- Alma      | <i>Sun</i>                      | 12,725      | USA Weekend     |
| MI    | Muskegon                  | <i>Chronicle</i>                | 51,666      | Parade Magazine |
| MI    | Owosso                    | <i>Argus Press</i>              | 11,325      | USA Weekend     |
| MI    | Petoskey                  | <i>News-Review</i>              | 10,559      | USA Weekend     |
| MI    | Pontiac                   | <i>The Oakland Press</i>        | 92,992      | Parade Magazine |
| MI    | Port Huron                | <i>Times-Herald</i>             | 30,476      | USA Weekend     |
| MI    | Royal Oak                 | <i>Tribune</i>                  | 18,761      | Parade Magazine |
| MI    | Saginaw                   | <i>News</i>                     | 59,555      | Parade Magazine |
| MI    | Sault Ste. Marie          | <i>News</i>                     | 8,200       | USA Weekend     |
| MI    | Traverse City             | <i>Record-Eagle</i>             | 38,000      | Parade Magazine |
| MN    | Albert Lea                | <i>Tribune</i>                  | 7,500       | Parade Magazine |
| MN    | Austin                    | <i>Herald</i>                   | 6,937       | Parade Magazine |
| MN    | Bemidji                   | <i>Pioneer</i>                  | 10,614      | Parade Magazine |
| MN    | Brainerd                  | <i>Dispatch</i>                 | 17,176      | USA Weekend     |
| MN    | Duluth                    | <i>News-Tribune</i>             | 69,918      | Parade Magazine |
| MN    | Faribault                 | <i>News</i>                     | 7,200       | Parade Magazine |
| MN    | Fergus Falls              | <i>Journal</i>                  | 8,685       | USA Weekend     |
| MN    | Hibbing                   | <i>Tribune</i>                  | 6,747       | USA Weekend     |
| MN    | Mankato - N. Mankato      | <i>Free Press</i>               | 25,059      | Parade Magazine |
| MN    | Minneapolis               | <i>Star Tribune</i>             | 668,560     | USA Weekend     |
| MN    | New Ulm                   | <i>Journal</i>                  | 9,559       | Parade Magazine |
| MN    | Owatonna                  | <i>People's Press</i>           | 7,223       | Parade Magazine |
| MN    | Rochester                 | <i>Post-Bulletin</i>            | 46,148      | USA Weekend     |
| MN    | St. Cloud                 | <i>Times</i>                    | 37,848      | USA Weekend     |
| MN    | St. Paul                  | <i>Pioneer Press</i>            | 255,067     | Parade Magazine |
| MN    | Virginia                  | <i>Mesabi News</i>              | 12,777      | USA Weekend     |
| MN    | Winona                    | <i>News</i>                     | 12,512      | Parade Magazine |
| MO    | Cape Girardeau            | <i>Southeast Missourian</i>     | 25,833      | USA Weekend     |
| MO    | Columbia                  | <i>Tribune</i>                  | 19,466      | USA Weekend     |
| MO    | Columbia                  | <i>Missourian</i>               | 4,900       | Parade Magazine |
| MO    | Dexter                    | <i>Statesman</i>                | 3,656       | USA Weekend     |
| MO    | Hannibal                  | <i>Courier-Post</i>             | 8,641       | USA Weekend     |
| MO    | Independence-Blue Springs | <i>Examiner</i>                 | 15,145      | USA Weekend     |
| MO    | Jefferson City            | <i>News &amp; Tribune</i>       | 24,253      | Parade Magazine |
| MO    | Joplin                    | <i>Globe</i>                    | 39,793      | Parade Magazine |
| MO    | Kansas City               | <i>Star</i>                     | 387,311     | Parade Magazine |
| MO    | Kennet                    | <i>Democrat</i>                 | 3,316       | USA Weekend     |
| MO    | Park Hills                | <i>Daily Journal</i>            | 8,548       | USA Weekend     |
| MO    | Poplar Bluff              | <i>American Republic</i>        | 14,083      | USA Weekend     |
| MO    | Sedalia                   | <i>Democrat</i>                 | 12,425      | USA Weekend     |
| MO    | Sikeston                  | <i>Standard-Democrat</i>        | 9,624       | USA Weekend     |
| MO    | Springfield               | <i>News-Leader</i>              | 93,155      | USA Weekend     |
| MO    | St. Joseph                | <i>News-Press</i>               | 43,277      | Parade Magazine |
| MO    | St. Louis                 | <i>Post-Dispatch</i>            | 483,628     | Parade Magazine |
| MS    | Biloxi                    | <i>Sun Herald</i>               | 56,643      | Parade Magazine |
| MS    | Brookhaven                | <i>Leader</i>                   | 7,171       | Parade Magazine |
| MS    | Columbus                  | <i>Commercial Dispatch</i>      | 15,000      | Parade Magazine |
| MS    | Corinth                   | <i>Corinthian</i>               | 6,547       | USA Weekend     |
| MS    | Greenville                | <i>Delta Democrat-Times</i>     | 12,796      | USA Weekend     |
| MS    | Greenwood                 | <i>Commonwealth</i>             | 8,259       | Parade Magazine |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City           | Newspaper                            | Circulation | Sunday Magazine |
|-------|----------------|--------------------------------------|-------------|-----------------|
| MS    | Hattiesburg    | <i>American</i>                      | 27,166      | USA Weekend     |
| MS    | Jackson        | <i>Clarion-Ledger</i>                | 118,235     | USA Weekend     |
| MS    | Laurel         | <i>Leader-Call</i>                   | 7,470       | Parade Magazine |
| MS    | McComb         | <i>Enterprise-Journal</i>            | 12,512      | Parade Magazine |
| MS    | Meridian       | <i>Star</i>                          | 17,701      | USA Weekend     |
| MS    | Natchez        | <i>Democrat</i>                      | 10,366      | USA Weekend     |
| MS    | Pascagoula     | <i>Mississippi Press</i>             | 20,828      | Parade Magazine |
| MS    | Picayune       | <i>Picayune Item</i>                 | 7,400       | Parade Magazine |
| MS    | Tupelo         | <i>Northeast Mississippi Journal</i> | 35,492      | Parade Magazine |
| MS    | Vicksburg      | <i>Post</i>                          | 14,693      | Parade Magazine |
| MT    | Billings       | <i>Gazette</i>                       | 51,190      | Parade Magazine |
| MT    | Bozeman        | <i>Chronicle</i>                     | 15,886      | Parade Magazine |
| MT    | Butte-Anaconda | <i>Montana Standard</i>              | 14,535      | Parade Magazine |
| MT    | Great Falls    | <i>Tribune</i>                       | 38,481      | USA Weekend     |
| MT    | Helena         | <i>Independent-Record</i>            | 13,736      | Parade Magazine |
| MT    | Kalispell      | <i>Daily Inter Lake</i>              | 16,010      | Parade Magazine |
| MT    | Missoula       | <i>Missoulian</i>                    | 35,628      | Parade Magazine |
| NC    | Asheboro       | <i>Courier-Tribune</i>               | 17,167      | USA Weekend     |
| NC    | Asheville      | <i>Citizen Times</i>                 | 68,751      | USA Weekend     |
| NC    | Burlington     | <i>Times-News</i>                    | 28,823      | USA Weekend     |
| NC    | Charlotte      | <i>Observer</i>                      | 294,605     | Parade Magazine |
| NC    | Durham         | <i>Herald-Sun</i>                    | 57,698      | USA Weekend     |
| NC    | Eden           | <i>News</i>                          | 3,827       | USA Weekend     |
| NC    | Elizabeth City | <i>Daily Advance</i>                 | 11,910      | Parade Magazine |
| NC    | Fayetteville   | <i>Observer-Times</i>                | 74,512      | Parade Magazine |
| NC    | Forest City    | <i>Courier</i>                       | 9,850       | USA Weekend     |
| NC    | Gastonia       | <i>Gaston Gazette</i>                | 35,963      | USA Weekend     |
| NC    | Goldsboro      | <i>News-Argus</i>                    | 24,244      | USA Weekend     |
| NC    | Greensboro     | <i>News &amp; Record</i>             | 112,775     | Parade Magazine |
| NC    | Greenville     | <i>Reflector</i>                     | 23,367      | Parade Magazine |
| NC    | Henderson      | <i>Daily Dispatch</i>                | 9,478       | USA Weekend     |
| NC    | Hendersonville | <i>Times-News</i>                    | 19,927      | Parade Magazine |
| NC    | Hickory        | <i>Record</i>                        | 21,531      | USA Weekend     |
| NC    | High Point     | <i>Enterprise</i>                    | 31,132      | USA Weekend     |
| NC    | Jacksonville   | <i>News</i>                          | 22,903      | USA Weekend     |
| NC    | Kannapolis     | <i>Independant Tribune</i>           | 22,841      | USA Weekend     |
| NC    | Kinston        | <i>Free Press</i>                    | 13,886      | USA Weekend     |
| NC    | Lenoir         | <i>News-Topic</i>                    | 10,105      | USA Weekend     |
| NC    | Lumberton      | <i>Robesonian</i>                    | 13,060      | USA Weekend     |
| NC    | Monroe         | <i>Enquirer-Journal</i>              | 11,540      | USA Weekend     |
| NC    | Morganton      | <i>News-Herald</i>                   | 12,010      | USA Weekend     |
| NC    | Mount Airy     | <i>News</i>                          | 10,285      | USA Weekend     |
| NC    | New Bern       | <i>Sun-Journal</i>                   | 16,238      | USA Weekend     |
| NC    | Raleigh        | <i>News and Observer</i>             | 210,037     | Parade Magazine |
| NC    | Reidsville     | <i>Review</i>                        | 6,044       | USA Weekend     |
| NC    | Roanoke Rapids | <i>Herald</i>                        | 12,796      | USA Weekend     |
| NC    | Rocky Mount    | <i>Telegram</i>                      | 16,494      | Parade Magazine |
| NC    | Salisbury      | <i>Post</i>                          | 25,874      | USA Weekend     |
| NC    | Sanford        | <i>Herald</i>                        | 10,899      | USA Weekend     |
| NC    | Shelby         | <i>Star</i>                          | 15,299      | USA Weekend     |
| NC    | Statesville    | <i>Record &amp; Landmark</i>         | 15,416      | USA Weekend     |
| NC    | Washington     | <i>News</i>                          | 9,901       | USA Weekend     |
| NC    | Wilmington     | <i>Star, Star-News</i>               | 62,882      | Parade Magazine |
| NC    | Wilson         | <i>Times</i>                         | 16,915      | USA Weekend     |
| NC    | Winston-Salem  | <i>Journal</i>                       | 98,210      | Parade Magazine |
| ND    | Bismarck       | <i>Tribune</i>                       | 29,932      | USA Weekend     |
| ND    | Dickinson      | <i>Press</i>                         | 7,682       | Parade Magazine |
| ND    | Fargo          | <i>Forum</i>                         | 63,067      | Parade Magazine |
| ND    | Grand Forks    | <i>Herald</i>                        | 34,275      | USA Weekend     |



## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City               | Newspaper                       | Circulation | Sunday Magazine |
|-------|--------------------|---------------------------------|-------------|-----------------|
| ND    | Minot              | <i>News</i>                     | 23,651      | Parade Magazine |
| ND    | Wahpetone          | <i>News</i>                     | 4,286       | USA Weekend     |
| NE    | Beatrice           | <i>Sun</i>                      | 8,281       | USA Weekend     |
| NE    | Columbus           | <i>Telegram</i>                 | 11,047      | USA Weekend     |
| NE    | Fremont            | <i>Tribune</i>                  | 9,690       | USA Weekend     |
| NE    | Grand Island       | <i>Independent</i>              | 25,673      | USA Weekend     |
| NE    | Lincoln            | <i>Journal Star</i>             | 83,684      | USA Weekend     |
| NE    | North Platte       | <i>Telegraph</i>                | 14,159      | Parade Magazine |
| NE    | Omaha              | <i>World-Herald</i>             | 268,336     | Parade Magazine |
| NE    | Scottsbluff        | <i>Star-Herald</i>              | 16,539      | Parade Magazine |
| NE    | York               | <i>York News-Times</i>          | 5,100       | USA Weekend     |
| NH    | Concord            | <i>Monitor</i>                  | 22,528      | USA Weekend     |
| NH    | Dover              | <i>Foster's Democrat</i>        | 24,649      | USA Weekend     |
| NH    | Keene              | <i>Sentinel</i>                 | 13,472      | USA Weekend     |
| NH    | Lebanon-Hanover    | <i>Valley News</i>              | 17,487      | USA Weekend     |
| NH    | Manchester         | <i>Sunday News</i>              | 82,474      | Parade Magazine |
| NH    | Nashua             | <i>Telegraph</i>                | 32,529      | USA Weekend     |
| NH    | Portsmouth         | <i>Herald</i>                   | 20,424      | Parade Magazine |
| NJ    | Atlantic City      | <i>Press</i>                    | 92,025      | USA Weekend     |
| NJ    | Bergen, Passaic    | <i>Record &amp; Herald News</i> | 229,809     | Parade Magazine |
| NJ    | Bridgewater        | <i>Courier-News</i>             | 40,293      | USA Weekend     |
| NJ    | Camden-Cherry Hill | <i>Courier-Post</i>             | 98,840      | USA Weekend     |
| NJ    | East Brunswick     | <i>Home News &amp; Tribune</i>  | 74,186      | USA Weekend     |
| NJ    | Jersey City        | <i>Jersey Journal</i>           | 47,105      | USA Weekend     |
| NJ    | Morristown         | <i>Morris Record</i>            | 45,009      | USA Weekend     |
| NJ    | Neptune            | <i>Asbury Park Press</i>        | 220,040     | USA Weekend     |
| NJ    | Newark             | <i>Star-Ledger</i>              | 606,462     | Parade Magazine |
| NJ    | Newton             | <i>New Jersey Herald</i>        | 22,963      | USA Weekend     |
| NJ    | Salem              | <i>Today's Sunbeam</i>          | 9,577       | Parade Magazine |
| NJ    | Tom's River        | <i>Ocean County Observer</i>    | 9,018       | USA Weekend     |
| NJ    | Trenton            | <i>Times</i>                    | 84,201      | Parade Magazine |
| NJ    | Trenton            | <i>Trentonian</i>               | 40,121      | USA Weekend     |
| NJ    | Willingboro        | <i>Burlington County Times</i>  | 44,338      | Parade Magazine |
| NJ    | Woodbury           | <i>Gloucester County Times</i>  | 27,134      | Parade Magazine |
| NM    | Alamogordo         | <i>News</i>                     | 8,347       | Parade Magazine |
| NM    | Albuquerque        | <i>Journal &amp; Tribune</i>    | 107,591     | USA Weekend     |
| NM    | Carlsbad           | <i>Current-Argus</i>            | 8,401       | USA Weekend     |
| NM    | Clovis             | <i>News Journal</i>             | 9,274       | Parade Magazine |
| NM    | Farmington         | <i>Times</i>                    | 19,148      | USA Weekend     |
| NM    | Gallup             | <i>Independent</i>              | 16,280      | USA Weekend     |
| NM    | Hobbs              | <i>News-Sun</i>                 | 10,610      | Parade Magazine |
| NM    | Las Cruces         | <i>Sun-News</i>                 | 25,363      | USA Weekend     |
| NM    | Portales           | <i>News-Tribune</i>             | 2,864       | Parade Magazine |
| NM    | Roswell            | <i>Record</i>                   | 14,143      | USA Weekend     |
| NM    | Santa Fe           | <i>New Mexican</i>              | 26,316      | Parade Magazine |
| NV    | Carson City        | <i>Nevada Appeal</i>            | 15,090      | Parade Magazine |
| NV    | Las Vegas          | <i>Review-Journal &amp; Sun</i> | 223,183     | Parade Magazine |
| NV    | Las Vegas          | <i>Review-Journal &amp; Sun</i> | 223,151     | USA Weekend     |
| NV    | Reno               | <i>Gazette-Journal</i>          | 84,175      | USA Weekend     |
| NV    | Sparks             | <i>Tribune</i>                  | 6,125       | Parade Magazine |
| NY    | Albany             | <i>Times Union</i>              | 146,867     | Parade Magazine |
| NY    | Auburn             | <i>Citizen</i>                  | 13,979      | Parade Magazine |
| NY    | Binghamton         | <i>Press &amp; Sun-Bulletin</i> | 75,009      | USA Weekend     |
| NY    | Buffalo            | <i>News</i>                     | 307,825     | Parade Magazine |
| NY    | Canandaigua        | <i>Messenger</i>                | 14,192      | Parade Magazine |
| NY    | Corning            | <i>Leader</i>                   | 13,615      | Parade Magazine |
| NY    | Dunkirk            | <i>Observer</i>                 | 11,951      | USA Weekend     |
| NY    | Elmira             | <i>Star-Gazette</i>             | 40,866      | USA Weekend     |
| NY    | Geneva             | <i>Finger Lakes Times</i>       | 20,028      | Parade Magazine |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                   | Newspaper                              | Circulation | Sunday Magazine |
|-------|------------------------|--|-------------|-----------------|
| NY    | Glens Falls            | <i>Post-Star</i>                       | 35,189      | USA Weekend     |
| NY    | Ithaca                 | <i>Journal</i>                         | 22,613      | USA Weekend     |
| NY    | Jamestown              | <i>Post-Journal &amp; Observer</i>     | 21,536      | USA Weekend     |
| NY    | Kingston               | <i>Freeman</i>                         | 21,285      | USA Weekend     |
| NY    | Long Island            | <i>Newsday</i>                         | 663,220     | Parade Magazine |
| NY    | Middletown             | <i>Times Herald - Record</i>           | 93,743      | Parade Magazine |
| NY    | New York City          | <i>Daily News</i>                      | 821,080     | USA Weekend     |
| NY    | Niagara Falls          | <i>Gazette</i>                         | 48,558      | USA Weekend     |
| NY    | Olean                  | <i>Times Herald</i>                    | 17,441      | USA Weekend     |
| NY    | Oneonta                | <i>Daily Star</i>                      | 18,973      | Parade Magazine |
| NY    | Oswego                 | <i>Palladium-Times</i>                 | 9,377       | USA Weekend     |
| NY    | Plattsburgh            | <i>Press-Republican</i>                | 21,739      | Parade Magazine |
| NY    | Poughkeepsie           | <i>Journal</i>                         | 51,847      | USA Weekend     |
| NY    | Rochester              | <i>Democrat &amp; Chronicle</i>        | 239,822     | USA Weekend     |
| NY    | Saratoga Springs       | <i>Saratogian</i>                      | 12,192      | USA Weekend     |
| NY    | Schenectady            | <i>Gazette Newspapers</i>              | 54,909      | USA Weekend     |
| NY    | Staten Island          | <i>Staten Island Advance</i>           | 87,177      | Parade Magazine |
| NY    | Syracuse               | <i>Herald-American</i>                 | 181,707     | Parade Magazine |
| NY    | Troy                   | <i>Record</i>                          | 22,474      | USA Weekend     |
| NY    | Utica                  | <i>Observer-Dispatch</i>               | 55,522      | USA Weekend     |
| NY    | Watertown              | <i>Times - Telegram &amp; Sentinel</i> | 37,711      | USA Weekend     |
| NY    | White Plains           | <i>Journal News</i>                    | 174,602     | USA Weekend     |
| OH    | Akron                  | <i>Beacon Journal</i>                  | 193,641     | Parade Magazine |
| OH    | Ashtabula              | <i>Sunday Paper</i>                    | 21,445      | USA Weekend     |
| OH    | Athens                 | <i>Messenger</i>                       | 14,085      | USA Weekend     |
| OH    | Beavercreek            | <i>News Current</i>                    | 2,800       | USA Weekend     |
| OH    | Bryan                  | <i>Times</i>                           | 10,823      | USA Weekend     |
| OH    | Bucyrus                | <i>Telegraph-Forum</i>                 | 7,104       | USA Weekend     |
| OH    | Cambridge              | <i>Jeffersonian</i>                    | 12,905      | Parade Magazine |
| OH    | Canton                 | <i>Repository</i>                      | 80,526      | USA Weekend     |
| OH    | Chillicothe            | <i>Gazette</i>                         | 17,192      | USA Weekend     |
| OH    | Cincinnati             | <i>Enquirer &amp; Post</i>             | 309,555     | USA Weekend     |
| OH    | Circleville            | <i>Herald</i>                          | 8,575       | USA Weekend     |
| OH    | Cleveland              | <i>Plain Dealer</i>                    | 480,878     | Parade Magazine |
| OH    | Columbus               | <i>Dispatch</i>                        | 279,883     | USA Weekend     |
| OH    | Coshocton              | <i>Tribune</i>                         | 7,838       | USA Weekend     |
| OH    | Dayton                 | <i>Daily News</i>                      | 200,635     | Parade Magazine |
| OH    | Defiance               | <i>Crescent News</i>                   | 17,972      | USA Weekend     |
| OH    | East Liverpool - Salem | <i>Review</i>                          | 9,844       | Parade Magazine |
| OH    | Elyria                 | <i>Chronicle-Telegram</i>              | 29,018      | Parade Magazine |
| OH    | Fairborn               | <i>Daily Herald</i>                    | 3,300       | USA Weekend     |
| OH    | Findlay                | <i>Courier</i>                         | 22,776      | USA Weekend     |
| OH    | Fostoria               | <i>Review Times</i>                    | 3,713       | USA Weekend     |
| OH    | Fremont                | <i>News-Messenger</i>                  | 14,140      | USA Weekend     |
| OH    | Gallipolis             | <i>Times-Sentinel</i>                  | 10,918      | USA Weekend     |
| OH    | Greenville             | <i>Advocate</i>                        | 7,064       | USA Weekend     |
| OH    | Hamilton               | <i>Journal-News</i>                    | 24,621      | Parade Magazine |
| OH    | Hillsboro              | <i>Times-Gazette</i>                   | 4,700       | USA Weekend     |
| OH    | Ironton                | <i>Tribune</i>                         | 7,363       | USA Weekend     |
| OH    | Kent-Ravenna           | <i>Record-Courier</i>                  | 19,263      | USA Weekend     |
| OH    | Lancaster              | <i>Eagle-Gazette</i>                   | 15,737      | USA Weekend     |
| OH    | Lima                   | <i>News</i>                            | 43,899      | USA Weekend     |
| OH    | Lisbon                 | <i>Morning Journal</i>                 | 13,332      | USA Weekend     |
| OH    | Lorain                 | <i>Journal</i>                         | 37,420      | USA Weekend     |
| OH    | Mansfield              | <i>News Journal</i>                    | 34,618      | USA Weekend     |
| OH    | Marietta               | <i>Times</i>                           | 12,073      | USA Weekend     |
| OH    | Marion                 | <i>Star</i>                            | 15,552      | USA Weekend     |
| OH    | Martins Ferry          | <i>Times Leader</i>                    | 12,073      | USA Weekend     |
| OH    | Massillon              | <i>Independent</i>                     | 14,788      | USA Weekend     |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                                | Newspaper                           | Circulation | Sunday Magazine |
|-------|-------------------------------------|-------------------------------------|-------------|-----------------|
| OH    | Middletown                          | <i>Journal</i>                      | 23,233      | Parade Magazine |
| OH    | New Philadelphia                    | <i>Times Reporter</i>               | 24,504      | Parade Magazine |
| OH    | Newark                              | <i>Advocate</i>                     | 22,520      | USA Weekend     |
| OH    | Norwalk                             | <i>Reflector</i>                    | 9,439       | USA Weekend     |
| OH    | Piqua                               | <i>Call</i>                         | 6,971       | USA Weekend     |
| OH    | Port Clinton                        | <i>News Herald</i>                  | 5,659       | USA Weekend     |
| OH    | Portsmouth                          | <i>Daily Times</i>                  | 15,129      | Parade Magazine |
| OH    | Salem                               | <i>News</i>                         | 6,762       | Parade Magazine |
| OH    | Sandusky                            | <i>Register</i>                     | 26,586      | USA Weekend     |
| OH    | Sidney                              | <i>Daily News</i>                   | 13,642      | USA Weekend     |
| OH    | Springfield                         | <i>Springfield News Sun</i>         | 39,088      | Parade Magazine |
| OH    | Steubenville                        | <i>Herald-Star</i>                  | 22,846      | USA Weekend     |
| OH    | Tiffin                              | <i>Advertiser-Tribune</i>           | 11,487      | USA Weekend     |
| OH    | Toledo                              | <i>Blade</i>                        | 189,611     | Parade Magazine |
| OH    | Troy                                | <i>Miami Valley Sunday News</i>     | 11,914      | USA Weekend     |
| OH    | Warren                              | <i>Tribune Chronicle</i>            | 39,220      | USA Weekend     |
| OH    | Washington Courthouse               | <i>Record-Herald</i>                | 5,309       | USA Weekend     |
| OH    | Willoughby                          | <i>News-Herald</i>                  | 58,807      | USA Weekend     |
| OH    | Wilmington                          | <i>News-Journal</i>                 | 6,851       | USA Weekend     |
| OH    | Wooster                             | <i>Record</i>                       | 23,381      | USA Weekend     |
| OH    | Xenia                               | <i>Gazette</i>                      | 7,336       | USA Weekend     |
| OH    | Youngstown                          | <i>Vindicator</i>                   | 103,714     | Parade Magazine |
| OH    | Zanesville                          | <i>Times Recorder</i>               | 22,112      | USA Weekend     |
| OK    | Ardmore                             | <i>Armorerite</i>                   | 12,826      | USA Weekend     |
| OK    | Bartlesville                        | <i>Examiner Enterprise</i>          | 13,438      | USA Weekend     |
| OK    | Enid                                | <i>News &amp; Eagle</i>             | 21,406      | USA Weekend     |
| OK    | Lawton                              | <i>Constitution</i>                 | 24,036      | USA Weekend     |
| OK    | McAlester                           | <i>News-Capital &amp; Democrat</i>  | 11,379      | USA Weekend     |
| OK    | Muskogee                            | <i>Phoenix &amp; Times-Democrat</i> | 19,571      | USA Weekend     |
| OK    | Norman                              | <i>Transcript</i>                   | 17,246      | USA Weekend     |
| OK    | Oklahoma City                       | <i>Oklahoman</i>                    | 299,514     | Parade Magazine |
| OK    | Shawnee                             | <i>News-Star</i>                    | 11,634      | USA Weekend     |
| OK    | Stillwater                          | <i>News Press</i>                   | 9,677       | USA Weekend     |
| OK    | Tulsa                               | <i>World</i>                        | 206,801     | USA Weekend     |
| OR    | Albany/Corvallis                    | <i>Mid-Valley Sunday</i>            | 31,163      | USA Weekend     |
| OR    | Bend                                | <i>Bulletin</i>                     | 28,147      | Parade Magazine |
| OR    | Coos Bay-North Bend                 | <i>World</i>                        | 15,356      | USA Weekend     |
| OR    | Eugene                              | <i>Register-Guard</i>               | 78,315      | Parade Magazine |
| OR    | Klamath Falls                       | <i>Herald &amp; News</i>            | 17,651      | Parade Magazine |
| OR    | Medford                             | <i>Mail Tribune</i>                 | 31,398      | Parade Magazine |
| OR    | Ontario                             | <i>Argus Observer</i>               | 8,292       | Parade Magazine |
| OR    | Pendleton                           | <i>East Oregonian</i>               | 11,989      | Parade Magazine |
| OR    | Portland                            | <i>Oregonian</i>                    | 434,368     | Parade Magazine |
| OR    | Roseburg                            | <i>News-Review</i>                  | 19,699      | Parade Magazine |
| OR    | Salem                               | <i>Statesman-Journal</i>            | 66,128      | USA Weekend     |
| PA    | Allentown                           | <i>Call</i>                         | 170,012     | Parade Magazine |
| PA    | Altoona                             | <i>Mirror</i>                       | 38,932      | USA Weekend     |
| PA    | Beaver-Rochester-Aliquippa-Ambridge | <i>Beaver County Times</i>          | 49,679      | USA Weekend     |
| PA    | Bloomsburg-Berwick                  | <i>Press-Enterprise</i>             | 20,433      | USA Weekend     |
| PA    | Bradford                            | <i>Era</i>                          | 11,473      | USA Weekend     |
| PA    | Butler                              | <i>Eagle</i>                        | 30,456      | USA Weekend     |
| PA    | Carlisle                            | <i>Sentinal</i>                     | 15,613      | USA Weekend     |
| PA    | Chambersburg                        | <i>Public Opinion</i>               | 19,932      | USA Weekend     |
| PA    | Chester                             | <i>Delaware County Times</i>        | 45,134      | USA Weekend     |
| PA    | Clearfield-Curwensville             | <i>Progress</i>                     | 13,226      | USA Weekend     |
| PA    | Doylestown                          | <i>The Intelligencer Record</i>     | 53,871      | Parade Magazine |
| PA    | DuBois                              | <i>Tri-County Sunday</i>            | 15,218      | Parade Magazine |
| PA    | Easton/Bethlehem                    | <i>Express-Times</i>                | 49,401      | USA Weekend     |
| PA    | Erie                                | <i>Weekender &amp; Times-News</i>   | 88,008      | Parade Magazine |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                          | Newspaper                         | Circulation | Sunday Magazine |
|-------|-------------------------------|-----------------------------------|-------------|-----------------|
| PA    | Greensburg                    | <i>Tribune Review</i>             | 187,754     | USA Weekend     |
| PA    | Hanover                       | <i>Evening Sun</i>                | 21,107      | USA Weekend     |
| PA    | Harrisburg                    | <i>Patriot-News</i>               | 154,095     | Parade Magazine |
| PA    | Hazleton                      | <i>Standard-Speaker</i>           | 22,002      | USA Weekend     |
| PA    | Indiana                       | <i>Gazette</i>                    | 15,207      | USA Weekend     |
| PA    | Johnstown                     | <i>Tribune-Democrat</i>           | 49,024      | Parade Magazine |
| PA    | Lancaster                     | <i>Sunday News</i>                | 103,296     | Parade Magazine |
| PA    | Lansdale                      | <i>Reporter</i>                   | 18,874      | USA Weekend     |
| PA    | Lebanon                       | <i>News</i>                       | 21,338      | USA Weekend     |
| PA    | Levittown                     | <i>Bucks County Courier Times</i> | 74,710      | Parade Magazine |
| PA    | Lewistown                     | <i>Sentinel</i>                   | 12,965      | USA Weekend     |
| PA    | McKeesport-Duquesne-Clairton  | <i>News</i>                       | 21,929      | USA Weekend     |
| PA    | Meadville                     | <i>Tribune</i>                    | 15,449      | USA Weekend     |
| PA    | New Castle                    | <i>News</i>                       | 18,603      | USA Weekend     |
| PA    | New Kensington-Tarentum       | <i>Valley News Dispatch</i>       | 31,267      | USA Weekend     |
| PA    | Norristown                    | <i>Times-Herald</i>               | 16,926      | USA Weekend     |
| PA    | Philadelphia                  | <i>Inquirer</i>                   | 762,194     | Parade Magazine |
| PA    | Phoenixville                  | <i>Phoenix</i>                    | 3,616       | USA Weekend     |
| PA    | Pittsburgh                    | <i>Post Gazette</i>               | 413,350     | Parade Magazine |
| PA    | Pottstown                     | <i>Mercury</i>                    | 25,959      | USA Weekend     |
| PA    | Pottsville                    | <i>Republican &amp; Herald</i>    | 32,257      | USA Weekend     |
| PA    | Reading                       | <i>Eagle-Times</i>                | 95,882      | Parade Magazine |
| PA    | Scranton                      | <i>Times &amp; Tribune</i>        | 75,682      | Parade Magazine |
| PA    | Sharon-Farrell- Sharpful      | <i>Herald</i>                     | 22,805      | USA Weekend     |
| PA    | Somerset                      | <i>American</i>                   | 13,860      | USA Weekend     |
| PA    | State College- Bellefonte     | <i>Centre Daily Times</i>         | 32,479      | Parade Magazine |
| PA    | Stroudsburg- East Stroudsburg | <i>Pocono Record</i>              | 26,023      | Parade Magazine |
| PA    | Sunbury                       | <i>Item</i>                       | 27,167      | Parade Magazine |
| PA    | Towanda                       | <i>Review</i>                     | 9,967       | Parade Magazine |
| PA    | Uniontown                     | <i>Herald-Standard</i>            | 31,032      | Parade Magazine |
| PA    | Warren                        | <i>Times Observer</i>             | 11,574      | USA Weekend     |
| PA    | Washington                    | <i>Observer-Reporter</i>          | 39,619      | USA Weekend     |
| PA    | West Chester                  | <i>Local News</i>                 | 30,178      | USA Weekend     |
| PA    | Wilkes-Barre                  | <i>Citizens' Voice</i>            | 29,437      | USA Weekend     |
| PA    | Wilkes-Barre                  | <i>Times Leader</i>               | 66,604      | Parade Magazine |
| PA    | Williamsport                  | <i>Sun-Gazette</i>                | 37,363      | Parade Magazine |
| PA    | York                          | <i>Sunday News</i>                | 93,738      | USA Weekend     |
| RI    | Newport                       | <i>News</i>                       | 12,680      | USA Weekend     |
| RI    | Pawtucket-Central Falls       | <i>Times</i>                      | 13,555      | USA Weekend     |
| RI    | Providence                    | <i>Journal-Bulletin</i>           | 229,271     | Parade Magazine |
| RI    | West Warwick                  | <i>Kent County Times</i>          | 4,124       | USA Weekend     |
| RI    | Westerly                      | <i>Sun</i>                        | 10,868      | USA Weekend     |
| RI    | Woonsocket                    | <i>Call</i>                       | 15,358      | USA Weekend     |
| SC    | Aiken                         | <i>Standard</i>                   | 14,643      | USA Weekend     |
| SC    | Anderson                      | <i>Independent-Mail</i>           | 45,572      | Parade Magazine |
| SC    | Beaufort                      | <i>Gazette</i>                    | 11,153      | Parade Magazine |
| SC    | Beaufort                      | <i>Gazette</i>                    | 11,153      | USA Weekend     |
| SC    | Charleston                    | <i>Post, Courier</i>              | 115,790     | Parade Magazine |
| SC    | Columbia                      | <i>State</i>                      | 156,930     | Parade Magazine |
| SC    | Florence                      | <i>News</i>                       | 34,720      | USA Weekend     |
| SC    | Greenville                    | <i>News</i>                       | 133,409     | USA Weekend     |
| SC    | Greenwood                     | <i>Index-Journal</i>              | 16,172      | Parade Magazine |
| SC    | Hilton Head Island            | <i>Island Packet</i>              | 15,318      | Parade Magazine |
| SC    | Hilton Head Island            | <i>Island Packet</i>              | 16,880      | USA Weekend     |
| SC    | Myrtle Beach                  | <i>Sun News</i>                   | 58,762      | Parade Magazine |
| SC    | Rock Hill                     | <i>Herald</i>                     | 33,484      | USA Weekend     |
| SC    | Spartanburg                   | <i>Herald-Journal</i>             | 61,894      | Parade Magazine |
| SC    | Sumter                        | <i>Item</i>                       | 21,359      | Parade Magazine |
| SD    | Aberdeen                      | <i>American News</i>              | 16,093      | USA Weekend     |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                          | Newspaper                        | Circulation | Sunday Magazine |
|-------|-------------------------------|----------------------------------|-------------|-----------------|
| SD    | Huron                         | Plainsman                        | 7,717       | Parade Magazine |
| SD    | Rapid City                    | Journal                          | 33,355      | Parade Magazine |
| SD    | Sioux Falls                   | Argus Leader                     | 74,886      | USA Weekend     |
| SD    | Yankton                       | Press & Dakotan                  | 8,128       | USA Weekend     |
| TN    | Athens                        | Post-Athenian                    | 12,162      | USA Weekend     |
| TN    | Chattanooga                   | Free Press Times                 | 101,257     | Parade Magazine |
| TN    | Clarksville                   | Leaf-Chronicle                   | 25,644      | USA Weekend     |
| TN    | Cleveland                     | Banner                           | 16,400      | USA Weekend     |
| TN    | Columbia                      | Herald                           | 13,385      | USA Weekend     |
| TN    | Cookeville                    | Herald-Citizen                   | 13,768      | Parade Magazine |
| TN    | Dyersburg                     | Star Gazette                     | 6,160       | USA Weekend     |
| TN    | Jackson                       | Sun                              | 42,242      | USA Weekend     |
| TN    | Johnson City                  | Johnson City Press               | 34,413      | Parade Magazine |
| TN    | Kingsport                     | Times-News                       | 46,860      | USA Weekend     |
| TN    | Knoxville                     | News-Sentinel                    | 159,109     | Parade Magazine |
| TN    | Maryville-Alcoa               | Times                            | 21,049      | USA Weekend     |
| TN    | Memphis                       | Commercial Appeal                | 236,153     | Parade Magazine |
| TN    | Morristown                    | Citizen Tribune                  | 24,879      | Parade Magazine |
| TN    | Murfreesboro                  | News-Journal                     | 17,979      | Parade Magazine |
| TN    | Nashville                     | Tennessean-Leaf Chronicle-Banner | 260,992     | USA Weekend     |
| TN    | Newport                       | Plain Talk                       | 7,150       | Parade Magazine |
| TN    | Oak Ridge                     | Oak Ridger                       | 10,200      | USA Weekend     |
| TN    | Sevierville                   | Mountain Press                   | 7,861       | USA Weekend     |
| TX    | Abilene                       | Reporter-News                    | 44,038      | Parade Magazine |
| TX    | Amarillo                      | Globe-Times & News-Globe         | 67,648      | USA Weekend     |
| TX    | Athens                        | Review                           | 6,600       | USA Weekend     |
| TX    | Austin                        | American-Statesman               | 244,738     | Parade Magazine |
| TX    | Baytown                       | Sun                              | 10,684      | USA Weekend     |
| TX    | Beaumont                      | Enterprise                       | 65,403      | Parade Magazine |
| TX    | Brownsville-Harlingen-McAllen | Brownsville Herald               | 18,536      | Parade Magazine |
| TX    | Brownwood                     | Bulletin                         | 7,625       | Parade Magazine |
| TX    | Bryan-College Station         | Eagle                            | 28,675      | USA Weekend     |
| TX    | Clute                         | Brazosport Facts                 | 17,786      | USA Weekend     |
| TX    | Conroe                        | Courier                          | 12,269      | USA Weekend     |
| TX    | Corpus Christi                | Caller-Times                     | 82,590      | Parade Magazine |
| TX    | Corsicana-Mexia               | Sun & News                       | 7,662       | USA Weekend     |
| TX    | Dallas                        | Morning News                     | 782,748     | Parade Magazine |
| TX    | Del Rio                       | News-Herald                      | 5,550       | Parade Magazine |
| TX    | Denison                       | Daily Post                       | 6,000       | Parade Magazine |
| TX    | Denton                        | Record-Chronicle                 | 18,866      | USA Weekend     |
| TX    | El Paso                       | Times & Herald Post              | 95,241      | USA Weekend     |
| TX    | Fort Worth                    | Fort Worth Star-Telegram         | 334,104     | Parade Magazine |
| TX    | Galveston-Texas City          | County News                      | 24,528      | USA Weekend     |
| TX    | Greenville                    | Herald-Banner                    | 9,822       | USA Weekend     |
| TX    | Harlingen                     | Valley Morning Star              | 30,098      | Parade Magazine |
| TX    | Houston                       | Chronicle                        | 737,626     | Parade Magazine |
| TX    | Kerrville                     | Times                            | 10,584      | Parade Magazine |
| TX    | Kilgore                       | News Herald                      | 3,905       | Parade Magazine |
| TX    | Killeen                       | Herald                           | 23,967      | USA Weekend     |
| TX    | Laredo                        | Times                            | 23,706      | USA Weekend     |
| TX    | Longview                      | News-Journal                     | 37,683      | Parade Magazine |
| TX    | Lubbock                       | Avalanche-Journal                | 65,711      | USA Weekend     |
| TX    | Lufkin                        | News                             | 16,793      | Parade Magazine |
| TX    | Marshall                      | News Messenger                   | 7,470       | Parade Magazine |
| TX    | McAllen                       | The Monitor                      | 55,115      | Parade Magazine |
| TX    | Midland                       | Reporter-Telegram                | 24,029      | USA Weekend     |
| TX    | Nacogdoches                   | Daily Sentinel                   | 11,012      | Parade Magazine |
| TX    | Odessa                        | American                         | 29,822      | Parade Magazine |
| TX    | Orange                        | Leader                           | 8,882       | USA Weekend     |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State | City                     | Newspaper                         | Circulation | Sunday Magazine |
|-------|--------------------------|-----------------------------------|-------------|-----------------|
| TX    | Paris                    | <i>News</i>                       | 12,250      | Parade Magazine |
| TX    | Plainview                | <i>Herald</i>                     | 7,012       | USA Weekend     |
| TX    | Plano                    | <i>Star Courier</i>               | 19,325      | USA Weekend     |
| TX    | Port Arthur              | <i>News</i>                       | 18,441      | USA Weekend     |
| TX    | San Angelo               | <i>Standard-Times</i>             | 34,899      | Parade Magazine |
| TX    | San Antonio              | <i>Express-News</i>               | 362,352     | Parade Magazine |
| TX    | Sherman                  | <i>Herald Democrat</i>            | 24,829      | USA Weekend     |
| TX    | Temple                   | <i>Daily Telegram</i>             | 25,392      | Parade Magazine |
| TX    | Texarkana                | <i>Gazette</i>                    | 35,052      | USA Weekend     |
| TX    | Texas City               | <i>Sun</i>                        | 6,327       | USA Weekend     |
| TX    | Victoria                 | <i>Advocate</i>                   | 40,025      | Parade Magazine |
| TX    | Waco                     | <i>Tribune-Herald</i>             | 51,519      | Parade Magazine |
| TX    | Wichita Falls            | <i>Times Record News</i>          | 40,141      | Parade Magazine |
| UT    | Logan                    | <i>Herald Journal</i>             | 14,683      | Parade Magazine |
| UT    | Ogden                    | <i>Standard-Examiner</i>          | 68,167      | USA Weekend     |
| UT    | Provo                    | <i>Herald</i>                     | 31,726      | USA Weekend     |
| UT    | Salt Lake City           | <i>Tribune &amp; Deseret News</i> | 231,035     | Parade Magazine |
| UT    | St. George               | <i>Spectrum</i>                   | 22,879      | USA Weekend     |
| VA    | Alexandria               | <i>Journal</i>                    | 5,792       | USA Weekend     |
| VA    | Arlington                | <i>Journal</i>                    | 8,462       | USA Weekend     |
| VA    | Bristol                  | <i>Herald Courier</i>             | 43,294      | USA Weekend     |
| VA    | Charlottesville          | <i>Progress</i>                   | 34,592      | USA Weekend     |
| VA    | Culpepper                | <i>Star-Exponent</i>              | 7,200       | USA Weekend     |
| VA    | Danville                 | <i>Register &amp; Bee</i>         | 25,560      | USA Weekend     |
| VA    | Fairfax                  | <i>Journal</i>                    | 52,358      | USA Weekend     |
| VA    | Fredericksburg           | <i>Free Lance-Star</i>            | 46,214      | USA Weekend     |
| VA    | Lynchburgh               | <i>News &amp; Advance</i>         | 43,940      | USA Weekend     |
| VA    | Martinsville             | <i>Bulletin</i>                   | 20,097      | Parade Magazine |
| VA    | Newport News- Hampton    | <i>Press</i>                      | 115,461     | Parade Magazine |
| VA    | Norfolk                  | <i>Virginian-Pilot</i>            | 231,845     | Parade Magazine |
| VA    | Petersburg               | <i>Progress-Index</i>             | 18,200      | Parade Magazine |
| VA    | Richmond                 | <i>Times-Dispatch</i>             | 230,299     | Parade Magazine |
| VA    | Roanoke                  | <i>Times</i>                      | 115,472     | Parade Magazine |
| VA    | Staunton                 | <i>News Leader</i>                | 21,355      | USA Weekend     |
| VA    | Suffolk                  | <i>News-Herald</i>                | 5,630       | USA Weekend     |
| VA    | Waynesboro               | <i>News-Virginian</i>             | 8,107       | USA Weekend     |
| VA    | Winchester               | <i>Star</i>                       | 25,184      | USA Weekend     |
| VA    | Woodbridge               | <i>Potomac News</i>               | 20,723      | USA Weekend     |
| VT    | Barre-Montpelier         | <i>Times-Argus</i>                | 12,260      | Parade Magazine |
| VT    | Bennington               | <i>Banner</i>                     | 7,927       | USA Weekend     |
| VT    | Brattleboro              | <i>Reformer</i>                   | 12,212      | USA Weekend     |
| VT    | Burlington               | <i>Free Press</i>                 | 60,265      | USA Weekend     |
| VT    | Rutland                  | <i>Herald</i>                     | 22,217      | Parade Magazine |
| WA    | Aberdeen                 | <i>World</i>                      | 15,335      | USA Weekend     |
| WA    | Bellevue                 | <i>Eastside Journal</i>           | 26,740      | USA Weekend     |
| WA    | Bellingham               | <i>Herald</i>                     | 31,478      | USA Weekend     |
| WA    | Bremerton                | <i>Sun</i>                        | 37,517      | USA Weekend     |
| WA    | Everett                  | <i>Herald</i>                     | 61,433      | USA Weekend     |
| WA    | Kent-Renton-Auburn       | <i>South County Journal</i>       | 23,692      | USA Weekend     |
| WA    | Longview                 | <i>Daily News</i>                 | 21,790      | Parade Magazine |
| WA    | Mt. Vernon               | <i>Skagit Valley Herald</i>       | 19,853      | USA Weekend     |
| WA    | Olympia                  | <i>Olympian</i>                   | 44,670      | USA Weekend     |
| WA    | Pasco-Kennewick-Richland | <i>Tri-City Herald</i>            | 44,584      | Parade Magazine |
| WA    | Port Angeles             | <i>Peninsula News</i>             | 17,388      | USA Weekend     |
| WA    | Seattle                  | <i>Times/Post-Intelligencer</i>   | 482,978     | Parade Magazine |
| WA    | Spokane                  | <i>Spokesman-Review</i>           | 135,111     | Parade Magazine |
| WA    | Tacoma                   | <i>News Tribune</i>               | 145,957     | USA Weekend     |
| WA    | Vancouver                | <i>Columbian</i>                  | 63,270      | USA Weekend     |
| WA    | Walla Walla              | <i>Union Bulletin</i>             | 15,642      | USA Weekend     |

## EXHIBIT 2

## Newspapers in Parade and USA Weekend Magazine Networks

| State        | City                      | Newspaper                          | Circulation       | Sunday Magazine |
|--------------|---------------------------|------------------------------------|-------------------|-----------------|
| WA           | Wenatchee                 | <i>World</i>                       | 27,319            | USA Weekend     |
| WA           | Yakima                    | <i>Herald-Republic</i>             | 40,735            | Parade Magazine |
| WI           | Appleton-Neenah- Menasha  | <i>Post-Crescent</i>               | 72,976            | USA Weekend     |
| WI           | Beaver Dam                | <i>Citizen</i>                     | 12,442            | USA Weekend     |
| WI           | Eau Claire                | <i>Leader-Telegram</i>             | 33,871            | USA Weekend     |
| WI           | Fond du Lac               | <i>Reporter</i>                    | 19,982            | USA Weekend     |
| WI           | Green Bay                 | <i>Press-Gazette</i>               | 64,924            | USA Weekend     |
| WI           | Janesville                | <i>Gazette</i>                     | 27,447            | USA Weekend     |
| WI           | Kenosha                   | <i>News</i>                        | 28,363            | Parade Magazine |
| WI           | La Crosse                 | <i>Tribune</i>                     | 40,058            | Parade Magazine |
| WI           | Madison                   | <i>Wisconsin State Journal</i>     | 155,823           | Parade Magazine |
| WI           | Manitowic-Two Rivers      | <i>Herald Times Reporter</i>       | 17,475            | USA Weekend     |
| WI           | Milwaukee                 | <i>Journal Sentinel</i>            | 443,411           | Parade Magazine |
| WI           | Monroe                    | <i>Times</i>                       | 5,295             | USA Weekend     |
| WI           | Oshkosh                   | <i>Northwestern</i>                | 27,006            | USA Weekend     |
| WI           | Racine                    | <i>Journal Times</i>               | 29,773            | Parade Magazine |
| WI           | Rhineland                 | <i>News</i>                        | 5,115             | USA Weekend     |
| WI           | Sheboygan                 | <i>Press</i>                       | 28,678            | USA Weekend     |
| WI           | Stevens Point             | <i>Journal</i>                     | 43,461            | USA Weekend     |
| WI           | Superior-Ashland          | <i>Telegram &amp; Press</i>        | 9,000             | USA Weekend     |
| WI           | Watertown                 | <i>Times</i>                       | 9,517             | USA Weekend     |
| WI           | Waukesha                  | <i>Freeman</i>                     | 16,282            | USA Weekend     |
| WI           | Wausau-Merill             | <i>Herald</i>                      | 29,932            | USA Weekend     |
| WI           | West Bend                 | <i>News</i>                        | 9,889             | USA Weekend     |
| WV           | Beckley                   | <i>Register/Herald</i>             | 31,611            | USA Weekend     |
| WV           | Bluefield                 | <i>Telegraph</i>                   | 23,013            | USA Weekend     |
| WV           | Charleston                | <i>Gazette Mail</i>                | 93,729            | Parade Magazine |
| WV           | Charleston                | <i>Mail</i>                        | 38,152            | USA Weekend     |
| WV           | Clarksburg                | <i>Exponent Telegram</i>           | 20,037            | Parade Magazine |
| WV           | Elkins                    | <i>Inter-Mountain</i>              | 10,605            | USA Weekend     |
| WV           | Fairmont                  | <i>Times West Virginian</i>        | 13,231            | Parade Magazine |
| WV           | Huntington                | <i>Herald-Dispatch</i>             | 41,041            | USA Weekend     |
| WV           | Martinsburg               | <i>Journal</i>                     | 20,755            | Parade Magazine |
| WV           | Morgantown                | <i>The Dominion Post</i>           | 24,307            | Parade Magazine |
| WV           | Parkersburg               | <i>News, Sentinel</i>              | 34,522            | Parade Magazine |
| WV           | Point Pleasant/Gallipolis | <i>Times-Sentinel/Register</i>     | 4,656             | USA Weekend     |
| WV           | Wheeling                  | <i>Intelligencer/News Register</i> | 42,970            | Parade Magazine |
| WV           | Williamson                | <i>News</i>                        | 8,245             | Parade Magazine |
| WY           | Casper                    | <i>Star-Tribune</i>                | 33,954            | Parade Magazine |
| WY           | Laramie                   | <i>Boomerang</i>                   | 5,724             | USA Weekend     |
| WY           | Rock Springs              | <i>Rocket-Miner</i>                | 7,323             | USA Weekend     |
| <b>TOTAL</b> |                           |                                    | <b>59,520,450</b> |                 |

† Ventura County Star (CA) consists of the following three newspapers: *Simi Valley Enterprise*, *Thousand Oaks News-Chronicle*, and the *Ventura Star-Free Press*.

## **EXHIBIT 3**

### **PRINT SELECTIONS**

#### **Business Week**

- 44% of readers have read the magazine for the last 5 years
- Loyal readers (80% of readers read 3 or 4 of the last 4 issues)
- Readers spend an average of 96 minutes per issue

#### **Forbes**

- High income readers (average personal income is \$214,000)
- Highly educated readers (93% are college educated)
- Readers spend an average of 108 minutes per issue
- 84% of subscribers are employed in business, industry, or the professions
- Loyal readers (69% of readers read all of the last 4 issues)

#### **Fortune**

- Highly educated readers (83% are college educated and 51% have a postgraduate education)
- High income readers (average personal income is \$189,800)
- 94% of subscribers are employed in business, industry, or the professions
- Highest newsstand circulation among business publications

#### **Money**

- Specific editorial targeting individual investors
- Highly educated readers (78.6% have attended/graduated college)

#### **National Geographic**

- Unique bond between readers/members and the society
- Loyal readers (49.8% of readers read all of the last four issues)
- Readers spend an average of 63 minutes and 2.3 reading days per issue

#### **Newsweek**

- Second highest circulating news weekly
- Highly educated readers (73.1% have attended/graduated college)
- 35.3% of the audience are professionals/managers
- Skews male (55.9% of readers are men)

#### **Parade**

- Highest percentage of loyal readers (read all of the last four issues) and regular readers (reading at least three out of four issues) of any other mass reach magazine
- Appears in over 60% of all Sunday newspaper copies
- Highest circulation of any magazine
- Inserted in 337 newspapers nationally



## **EXHIBIT 3**

### **PRINT SELECTIONS**

#### **People**

- Delivers an affluent, professional audience
- Third highest reaching publication among Executives, Managers, and Administrators
- Fifth highest reaching publication among Adults 35+
- Skews female (65% of readers are female)

#### **Reader's Digest**

- Readers spend an average of 81 minutes and three reading days per issue
- Continues to build readership over 10 weeks
- 61% of the audience are loyal readers (read four out of four issues)

#### **Sports Illustrated**

- Passionate readers (95% of subscribers read SI within the first two days of arrival)
- Readers spend an average of 90 minutes per issue
- Skews heavily male (78.8% of readers are men)

#### **Time**

- Highest circulating news weekly
- Accumulates readership quickly
- Readers are 64% more likely than the average adult to be a college graduate

#### **TV Guide**

- Readers spend an average of 1 hour and 37 minutes per issue
- Loyal readers (79% of readers read 3 or 4 out of the last four issues)

#### **USA Weekend**

- Provides coverage in newspapers and areas not covered by Parade
- Large circulation and readership
- Inserted in 591 newspapers nationally

# If You Are or Were A Resident of Libby, Montana, Your Rights May Be Affected By This W. R. Grace Bankruptcy Notice

## Claims for Asbestos Property Damage and Medical Monitoring Must be Filed by Month Date, Year 2002

W. R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The Bankruptcy Court has ordered that all individuals and entities with Asbestos Property Claims and Medical Monitoring Claims must file these claims on or before Month, Date 2002.

### **Who is Affected by this Notice?**

Individuals who currently live or previously lived in proximity to Grace's Libby Montana mine may have Asbestos Property Damage Claims and/or Medical Monitoring Claims. Entities with property in proximity to the Libby mine may have Asbestos Property Damage Claims.

#### *Asbestos Property Damage Claimants*

Individuals or entities may have Asbestos Property Damage Claims as a result of asbestos from Grace's vermiculite penetrating homes or property. Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed or sold by Grace.

#### *Medical Monitoring Claimants*

Medical Monitoring Claimants are individuals who may have had significant exposure to Grace vermiculite or asbestos products but do not have diagnosed asbestos personal injuries. Because of exposure to vermiculite, which may contain naturally occurring asbestos, Medical Monitoring Claimants may require medical examination or testing to detect possible future injury.

### **How do I File a Claim?**

To preserve your claim, you must file the appropriate Proof of Claim Form with the Claims Agent so that it is received by Month, Date, 2002. Failure to file a Proof of Claim Form by the Bar Date may result in your claim not being considered for payment.

This is a Summary Notice only. For complete information, including the Claims Bar Date Notice, Proof of Claim Forms, instructions for filing a claim, a list of Grace vermiculite and asbestos-containing products, and a list of Grace entities, call the toll free number or visit the website listed below, or write to Claims Agent, Re: W. R. Grace, P.O. Box xxx, City, State, Zip.

**1-800-000-0000 or visit [www.xxxx.com](http://www.xxxx.com)**

# **If You Own or Operate a Commercial, Residential or Public Building Constructed With Asbestos-Containing Products You May Have a Claim in the W. R. Grace Bankruptcy**

## **Claims Must be Filed by Month Day, 2002**

**W. R. Grace, its predecessors, subsidiaries, and other related entities (“Grace”) have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The Bankruptcy Court has ordered that all individuals and entities with Asbestos Property Claims against Grace must file these claims on or before Month, Date 2002.**

### **Who is Affected by this Notice?**

#### *Asbestos Property Damage Claimants*

Individuals and entities that own or manage commercial, public and high-rise residential buildings that have asbestos-containing products may be affected including schools, hotels, government buildings, theaters, airports, churches, and other public facilities.

Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace.

### **What Types of Products are Involved?**

#### *Grace Asbestos-Containing Products*

Grace produced and marketed vermiculite products containing added asbestos primarily to the commercial construction industry. From 1959 to 1973, Grace marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied fireproofing

product used to provide fire protection for the enclosed steel structures of large buildings. Other Grace products included Zonolite Acoustical Plastic, and other acoustical plasters and texture products used primarily on interior ceilings and walls.

#### *Grace Vermiculite Products*

Grace mined, produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. The products were sold to the building construction, agricultural/horticultural and consumer markets. These products included Monokote Fireproofing, Zonolite Concrete Roof Decks and Zonolite Masonry Insulation.

### **How Do I File a Claim?**

To preserve your claim, you must file the appropriate Proof of Claim Form with the Claims Agent so that it is received by Month, Date, 2002. Failure to file a Proof of Claim Form by the Bar Date may result in your claim not being considered for payment.

**This is a Summary Notice only. For complete information including the Claims Bar Date Notice, Proof of Claim Forms, instructions for filing a claim, a list of Grace asbestos-containing products, and a list of Grace entities write to: Claims Agent, Re: W. R. Grace , P.O. Box xxx, City, State, Zip or call:**

**1-800-888-8888 or visit [www.xxxxxxxx.com](http://www.xxxxxxxx.com)**

**EXHIBIT 6****TRADE PUBLICATIONS**

| <b>CATEGORY</b>  | <b>MEDIA NAME</b>             | <b>CIRCULATION</b> | <b>MEDIA PROFILE</b>  |
|--|-------------------------------|--------------------|---|
| <b>SCHOOLS, COLLEGES<br/>AND UNIVERSITY<br/>PUBLICATIONS</b> | American School & University  | 63,059             | Directed at business and facilities administrators in the nation's public and private schools colleges and universities. Covers the design construction remodeling maintenance and operations of educational facilities. Includes ideas on purchasing technology energy communications security and transportation.   |
|  | American School Board Journal | 36,064             | Publication chronicles change interprets issues and offers school board members school administrators and other educators practical advice on topics pertinent to school governance and management policy making student achievement and the art of school leadership. Regular features include education news updates on school law and education research and reviews of new publications.  |
|  | Business Officer              | 20,000             | Official newsmagazine of the National Association of College and University Business Officers. Content includes industry and association news, a professional calendar, a report from NACUBO and topical features.  |
|  | Chronicle of Higher Education | 95,808             | Edited as the professional news source for faculty members, academic officers and senior administrative officers who run colleges and universities in the U.S., Canada and abroad. Covers news and trends affecting higher education and includes coverage of scholarships, information, technology, business and philanthropy, personal and professional news, government and political actions, listings of books, computer software, gifts and grants to colleges, appointments, academic meetings and a bulletin board. |
|  | College Planning & Management | 30,000             | Edited for presidents, chief administrators and business officials and purchasing directors in junior colleges, colleges and universities. Reports and features provide unparalleled news covering education, construction, facilities, purchasing and technology for the educational market.   |
|  | Facilities Manager            | 5,000              | Official publication of the Association of Higher Education Facilities Officers. Spotlights news and information in the industry.   |
|  | School Board News             | 20,000             | Published for members of the National School Boards Association. Content focuses on promoting local leadership in education. Editorial provides legislation updates, innovative ideas being used to support education, grants and funding reports.  |

## EXHIBIT 6

## TRADE PUBLICATIONS

| CATEGORY  | MEDIA NAME                        | CIRCULATION | MEDIA PROFILE  |
|---|-----------------------------------|-------------|--|
| <b>SCHOOLS, COLLEGES AND UNIVERSITY PUBLICATIONS, CONT.</b> | The School Administrator          | 25,000      | Professional association of administrators and executives of school systems and educational service agencies, school district superintendents, central building and service unit administrators, presidents of colleges, deans and professors of educational administration, placement officers, executive directors and administrators of education associations, heads of private schools. Sponsors numerous professional development seminars annually through its National Academy for School Executives, dedicated to excellence in educational system leadership. Founded Educational Research Service. Maintains numerous standing and ad hoc committees. |
|   | University Business               | 34,100      | Designed to address the institutional challenges and concerns of college and university administrators, business officers and financial planners. Editorial content focuses on the management of higher education with emphasis on such topics as health care, research, funding and the costs and pressures of keeping institutions technologically up-to-date.   |
| <b>COMMERCIAL PROPERTY PUBLICATIONS</b>                     | BOMA.org                          | 17,500      | Publication of the Building Owners and Managers Association International. Features business news on the commercial real estate industry, covers new products, industry forecasting trends, research and updates on local, regional and national legislative and regulatory issues impacting the industry.   |
|   | Building Operating Management     | 70,233      | Written for building owners and facility managers in corporate and leased offices, educational, medical, government and retail markets. Editorial focus is on technology updates, renovation and new construction trends and facility economics.   |
|   | Buildings                         | 57,004      | Written for commercial/institutional building ownership and facilities management professionals. Covers achievement and strategies of industry players, building materials & their applications and patterns in the marketplace. Subjects include construction costs, building design, space planning, energy efficiency, fire safety, accessibility, environmental solutions, security, strategic facilities planning, staff management/training, legislative regulation and additional industry and professional concerns.   |
|   | Commercial Investment Real Estate | 12,500      | Written for commercial real estate brokers investors lenders consultants asset managers and allied professionals such as attorneys and accountants. Features articles on trends forecasts and how-to topics related to commercial real estate such as brokerage leasing financing environmental problems and taxation.   |

**EXHIBIT 6****TRADE PUBLICATIONS**

| <b>CATEGORY</b>                                | <b>MEDIA NAME</b>              | <b>CIRCULATION</b> | <b>MEDIA PROFILE</b>  |
|--|--------------------------------|--------------------|---|
| <b>COMMERCIAL PROPERTY PUBLICATIONS, CONT.</b> | Commercial Property News       | 31,666             | Provides comprehensive information to the commercial real estate industry. Editorial content features research and analysis of market trends, late-breaking news, deals and transactions, as well as profiles of people in the industry.  |
|  | Facility Management Journal    | 18,000             | Official publication of the International Facility Management Association. Used as a comprehensive resource, this editorial material focuses on the industry's legislative, economic and financial trends with special emphasis on developments in technology industry news and practical solutions and applications.   |
|  | Facility Manager               | 3,500              | Edited for the managers of public facilities such as auditoriums, stadiums, arenas, convention centers and exhibit halls with latest industry news and trend information. Regular features include case studies, interviews, problems and solutions, survey of leadership in related product and service industries, as well as analysis of pertinent legislation and marketing trends.                     |
|  | Journal of Property Management | 20,000             | Created as the official publication of the Institute of Real Estate Management. Editorial highlights are geared to management personnel in various types of properties including apartment buildings, office buildings, shopping centers and industrial plants and parks. Topics include rehabilitation, business operations, taxation, legislation, leasing, technology, marketing and maintenance.        |
|  | Maintenance Solutions          | 35,091             | Written for engineering and maintenance executives responsible for engineered systems maintenance physical maintenance grounds care and housekeeping management in commercial and industrial buildings such as educational institutions hospitals and health care facilities. Includes how-to articles product information and timely coverage of critical maintenance and maintenance management concerns. |
|  | National Real Estate Investor  | 34,412             | Published to provide in-depth coverage of the financing, investment, management, development and leasing of commercial real estate to executives in the commercial real estate industry. Each issue delivers a combination of timely features, company profiles, property-specific news, departments city/area reviews and columns from industry experts.   |

## EXHIBIT 6

## TRADE PUBLICATIONS

| CATEGORY   | MEDIA NAME                   | CIRCULATION | MEDIA PROFILE   |
|--|------------------------------|-------------|---|
| FEDERAL, STATE AND<br>LOCAL GOVERNMENT<br>PUBLICATIONS | County News                  | 29,000      | Official publication of the Natitonal Association of Counties (NACo). Elected and appointed county governing officials at management or policy level. Provides research for county officials and represents them at national level. Compiles statistics.  |
|  | Governing                    | 86,284      | Edited for elected and appointed city officials in the United States. Coverage includes news about how national developments will affect cities and case studies on how cities are solving problems.  |
|  | Government Executive         | 65,938      | Written for federal government decision-making executives. Editorial content focuses on management of executive branch agencies and includes such topics as research development, information technology, management, outsourcing, pay, benefits, HR, travel, defense and administration security.  |
|  | Nation's Cities Weekly       | 33,000      | Edited for elected and appointed city officials in the United States. Coverage includes news about how national developments will affect cities and case studies on how cities are solving problems.  |
|  | State Government News        | 16,000      | Covers issues, events, policy and laws of interest to state officials.  |
| HOSPITAL PUBLICATIONS                                  | A H A News                   | 21,000      | Created by the American Hospital Association for hospital administrators and staff with an eye towards monitoring the changes and news uniquely affecting hospitals. Includes extensive coverage of legislative, regulatory and judicial developments while also providing news and information from the AHA.   |
|  | FacilityCare                 | 33,000      | Edited for health care facility managers responsible for planning, designing, constructing, maintaining or operating a safe environment for employees, patients and visitors. Features include product coverage, governmental regulations, industry standards and codes, emergency preparedness, air quality, monitoring hazardous waste handling, bloodborne pathogens, safety and security.                                 |
|  | Health Facilities Management | 29,835      | Edited for professionals who buy and specify products used in the operation, building and maintenance of health care facilities both inpatient and outpatient. Editorial covers building management, in health care construction, renovation, HVAC, building controls, changes in codes and standards interiors, security housekeeping and waste management. Includes updates on new products and technological developments. |

**EXHIBIT 6****TRADE PUBLICATIONS**

| <b>CATEGORY</b>                       | <b>MEDIA NAME</b>          | <b>CIRCULATION</b> | <b>MEDIA PROFILE</b>   |
|---------------------------------------|----------------------------|--------------------|--|
| <b>HOSPITAL PUBLICATIONS, CONT.</b>   | Modern Healthcare          | 90,000             | Written for hospital and health system executives as an industry-intensive news source. Editorial concentrates on issues news and trends affecting healthcare in the U.S. including finance integrated delivery systems technology politics labor managed care physician issues developments in federal and state government court rulings policy and regulation and marketing. Regular features discuss physician issues innovative strategies and studies future developments within this field and personnel updates. |
| <b>HOTEL/HOSPITALITY PUBLICATIONS</b> | Hotel and Motel Management | 60,004             | Edited for lodging personnel involved in corporate operations management purchasing food/beverage management housekeeping and maintenance sales/marketing and information systems as well as design specifiers security managers/directors and telecom managers. Editorial presents late breaking news business trends analysis new products marketing ideas operational tips on investments/finance technology food service government affairs security sales and marketing.  |
|                                       | Lodging                    | 53,054             | Written for the hotel and motel membership of the American Hotel and Motel Association. Covers management procedures changes general industry news new products national trends legislative developments and trade shows.  |
| <b>AIRPORT PUBLICATIONS</b>           | Airports                   | 10,696             | Written as the foremost authority for news and intelligence for airport executives their airline customers and suppliers. Content covers everything relating to the buying and operating decisions of civilian airports including how airports market their facilities finance expansion and cope with issues such as noise security and capacity. Regular sections report on Airport Improvement Program grants and business opportunities and contain traffic figures for large and regional airports worldwide.       |
| <b>CHURCH PUBLICATIONS</b>            | Church Business            | 21,700             | Dedicated to helping church pastors and business administrators with their responsibilities including management and financial planning. Profiles churches around the country who are expanding their ministries. Updates readers on new church equipment financial matters audiovisual handbooks ideas for fundraising book excerpts architecture construction insurance and software.  |
|                                       | Your Church                | 150,000            | Written to help those in the business of ministry. Includes feature articles on various practical topics related to managing a church: music and sound church furnishings transportation construction lighting and video finance and law and management.   |



**EXHIBIT 6**

**TRADE PUBLICATIONS**

| <b>CATEGORY</b>                          | <b>MEDIA NAME</b>      | <b>CIRCULATION</b> | <b>MEDIA PROFILE</b>  |
|--|------------------------|--------------------|---|
| <b>MALL/SHOPPING CENTER PUBLICATIONS</b> | Shopping Centers Today | 39,069             | Edited for persons involved in the development planning and management of shopping centers. Editorial materials concentrate on statistical analyses and updates new center developments. Regular issue highlights include reports on industry trends chain store activity information of center renovations existing centers with available space a new products section and a semi-annual services update. |
| <b>MOVIE THEATER PUBLICATIONS</b>        | Box Office             | 9,000              | Provides movie theater operators with national and local industry news. Features include movie theatre management and operation, industry trends, as well as film production and distribution. Provides movie previews and reviews, a title-indexed film digest, and profiles of celebrities and filmmakers.  |

**TOTAL CIRCULATION      1,376,517**

**EXHIBIT 7**

**CANADIAN CITIES AND TOWNS WHERE W.R. GRACE MANUFACTURED  
AND/OR SOLD ASBESTOS CONTAINING PRODUCTS FROM 1963 TO 1990**

|                                  |
|----------------------------------|
|                                  |
| Vancouver, British Columbia      |
| Calgary, Alberta                 |
| Regina, Saskatchewan             |
| Winnipeg, Manitoba               |
| Saskatoon, Saskatchewan          |
| Edmonton, Alberta                |
| Ajax, Ontario (Toronto)          |
| St. Thomas, Ontario (London)     |
| Dartmouth, Nova Scotia (Halifax) |

|                                 |
|---------------------------------|
| <b>SALES OFFICES/WAREHOUSES</b> |
| Victoria, British Columbia      |
| Prince George, British Columbia |
| Oakville, Ontario (Toronto)     |
| Montreal, Quebec                |
| Toronto, Ontario                |
| Scarborough, Ontario (Toronto)  |

**EXHIBIT 8**

**FOR IMMEDIATE RELEASE**

*Month, Date 2001*

*CONTACT:*

*PHONE:(xxx) xxx-xxxx*

**Court Orders Asbestos Property Damage Claims  
and Other Claims Must be Filed in the  
W.R. Grace Bankruptcy**

**- Except Asbestos Personal Injury Claims**

**Columbia, MD, Month \_\_\_\_\_, 2002** – The United States Bankruptcy Court for the District of Delaware has set a Bar Date for all claims except Asbestos Personal Injury Claims to be filed in the W.R. Grace Bankruptcy. W.R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") filed for protection under Chapter 11 of the U.S. Bankruptcy Code on April 2, 2001. To preserve a claim against Grace all individuals and entities with Asbestos Property Damage Claims or certain Other Claims, including trade and Medical Monitoring Claims, must file these claims on or before Month Date, 2002.

**Asbestos Property Damage Claims** are claims for the cost of removal, diminution of property value, or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace. Grace produced and marketed vermiculite products containing added asbestos for use primarily in commercial, public and high-rise residential buildings. From 1959 to 1973, Grace marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied, fireproofing product used to provide fire protection for the enclosed steel beams of large buildings. Other Grace products included Zonolite Acoustical Plastic and other acoustical plaster and texture products used primarily on interior ceilings and walls.

Grace mined, produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. The products were sold to the building

## EXHIBIT 8

construction, agricultural/horticultural and consumer markets. These products included Monokote Fireproofing, Zonolite Concrete Roof Decks and Zonolite Masonry Insulation.

**Other Claims** are claims against W. R. Grace other than Asbestos Personal Injury Claims. These include general unsecured trade claims, contract claims, environmental claims, and Medical Monitoring Claims, which allege no current personal injury, but significant exposure to Grace asbestos or vermiculite products requiring the Claimant to be medically examined or tested to detect possible future injury.

For complete information, including a Claims Bar Date Notice, Proof of Claim Forms and instructions for filing a claim, call 1-800-xxx-xxxx, visits the [www.xxxxx.com](http://www.xxxxx.com), or write to Claims Agent, Re: W.R. Grace, P.O. Box XXX, City, State, Zip.

**Grace Debtors include:** W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

###

**EXHIBIT 9**

**FOR IMMEDIATE RELEASE**

*Month, Date 2001*

**CONTACT:**

**PHONE:**(xxx) xxx-xxxx

**Court Sets Date by which Asbestos Property  
Damage Claims and Medical Monitoring Claims  
Must Be Filed in the W.R. Grace Bankruptcy**

**Current and Former Residents of Libby Montana Affected**

**Columbia, MD, Month \_\_\_\_\_, 2002** – The United States Bankruptcy Court for the District of Delaware has set a Bar Date for the filing of Asbestos Property Damage Claims and Medical Monitoring Claims to be filed in the W.R. Grace Bankruptcy. W.R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") filed for protection under Chapter 11 of the U.S. Bankruptcy Code on April 2, 2001. To preserve a claim against Grace all individuals and entities with Asbestos Property Damage Claims, Medical Monitoring Claims, and Other Claims, except Asbestos Personal Injury Claims, must file these claims on or before Month Date, 2002.

Individuals who currently live or previously lived in proximity to Grace's Libby Montana mine may have Asbestos Property Damage Claims and/or Medical Monitoring Claims. Entities with property in proximity to the Libby mine may have Asbestos Property Damage Claims.

*Asbestos Property Damage Claimants*

Individuals or entities may have asbestos property damage as result of asbestos from Grace's vermiculite penetrating homes or property. Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, or processed by Grace.

## **EXHIBIT 9**

### *Medical Monitoring Claimants*

Medical Monitoring Claimants are individuals who may have had significant exposure to Grace vermiculite or asbestos products but do not have diagnosed asbestos personal injuries. Because of exposure to vermiculite, which may contain naturally occurring asbestos, Medical Monitoring Claimants may require medical examination or testing to detect possible future injury.

For complete information, including a Claims Bar Date Notice, Proof of Claim Forms and instructions for filing a claim, call 1-800-xxx-xxxx, visits the [www. xxxxx.com](http://www.xxxxx.com), or write to Claims Agent, Re: W.R. Grace, P.O. Box XXX, City, State, Zip.

###

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |   |                         |
|---|---|-------------------------|
| In re:  | ) | Chapter 11              |
|   | ) |                         |
| W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup> | ) | Case No. 01-01139 (JKF) |
|   | ) | (Jointly Administered)  |
| Debtors.  | ) |                         |
|   | ) |                         |
|   | ) |                         |

**CLAIMS BAR DATE NOTICE**

PLEASE TAKE NOTICE THAT on \_\_\_\_\_, 2002 the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware (the "Court"), having jurisdiction over the Chapter 11 cases of W. R. Grace & Co. and certain of its affiliates (collectively, the "Debtors" or "Grace") entered an Order As to All Non-Asbestos Claims, Asbestos Property Damage Claims and Medical Monitoring Claims: (I) Approving Case Management Schedule, (II) Establishing Bar Date, (III) Approving Proof Of Claim Forms and (IV) Approving Notice Program ("Bar Date Order") which, among other things, sets a Bar Date for filing proofs of claim against the Debtors, for Non-Asbestos Claims,

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Asbestos Property Damage Claims and Medical Monitoring Claims, as defined on Exhibit 1 attached.

Under the Bar Date Order, the Court established the following Bar Date:

\_\_\_\_\_, 2002 at 4:00 p.m. Eastern Time as the last day and time for all persons and entities, including without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit who have **Claims**, including **pre-petition** Non-Asbestos Claims and **present** Asbestos Property Damage Claims or Medical Monitoring Claims against any of the Debtors or their predecessors-in-interest, to file proofs of claim.

A copy of the Bar Date Order setting the Bar Date is enclosed.

#### 1. **WHO MUST FILE A PROOF OF CLAIM**

On April 2, 2001 (the "Petition Date"), each of the Debtors commenced a case under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code.")

You **MUST** file a Proof of Claim if you have a **CLAIM** against the Debtors including but not limited to any **pre-petition** Non-Asbestos Claim or any **present** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. Any person or entity having such a claim against the Debtors must file a Proof of Claim on or before the Bar Date, using the applicable Proof of Claim form approved by the Court.

**The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims as defined in Exhibit 1. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claim submission process and should not be filed at this time.**

The Bar Date does apply to derivative asbestos claims and asbestos-related claims for contribution, indemnity, reimbursement or subrogation. The Bar Date also applies to personal injury and/or wrongful death claims which are not asbestos-related.

**IN THE EVENT THAT PRIOR TO THE BAR DATE YOU FILED A PROOF OF CLAIM FOR AN ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM USING OFFICIAL FORM 10 OR ANY OTHER PROOF OF CLAIM FORM, YOU MUST REFILE YOUR CLAIM ON THE APPROPRIATE SPECIALIZED COURT-APPROVED PROOF OF CLAIM FORM ON OR BEFORE THE BAR DATE OR YOUR CLAIM SHALL BE BARRED AND DISALLOWED.**

In the event that prior to the Bar Date you filed a proof of claim for any claim **other than** an Asbestos Property Damage Claim or Medical Monitoring Claim using Official Form 10 or any other proof of claim form, you do **not** need to refile your claim on the appropriate specialized court-approved proof of claim form on or before the Bar Date so long as you identified the appropriate Debtor against which your claim is asserted in your proof of claim form.



Under Section 101(5) of the Bankruptcy Code and as used in this notice, the word “claim” means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. Because of this broad definition, acts or omissions of the Debtors that occurred before the Debtors filed their Chapter 11 cases on April 2, 2001 may give rise to claims against them notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Therefore, any creditor having a claim against the Debtors, no matter how remote or contingent, must file a proof of claim before the Bar Date.

As outlined herein, you must file a claim if you have a **PRE-PETITION** Non-Asbestos Claim or any **PRESENT** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. A **PRE-PETITION** claim is a claim as of the time **IMMEDIATELY PRECEDING THE COMMENCEMENT OF THE CHAPTER 11 CASES ON APRIL 2, 2001**. A **PRESENT** claim is a claim as of the time **IMMEDIATELY PRECEDING THE BAR DATE**.

## 2. WHO DOES NOT NEED TO FILE A PROOF OF CLAIM

The Bar Date and the need to file a Proof of Claim applies only to holders of pre-petition Non-Asbestos Claims against the Debtors and holders of present Asbestos Property Damage Claims and Medical Monitoring Claims against the Debtors. You do not need to file a proof of claim if you have any of the following types of claims:

- A. **An Asbestos Personal Injury Claim, Settled Asbestos Claim or Zonolite Attic Insulation Claim;**
- B. A claim that (i) is listed on the Debtors’ Schedules (as defined below), (ii) is not described in the Schedules as “disputed,” “contingent,” or “unliquidated,” and (iii) is in the same amount and of the same classification as set forth in the Schedules;
- C. An administrative expense of any of the Debtors’ Chapter 11 cases as defined in Sections 503(b) or 507(a) of the Bankruptcy Code as including the actual, necessary costs and expenses of preserving the estate;
- D. A claim of a Debtor or a subsidiary of a Debtor against another Debtor or another subsidiary of a Debtor;
- E. A claim that has been allowed by an order of the Court entered on or before the Bar Date;
- F. A claim of a present or former employee of the Debtors who is currently receiving, currently has the right to receive, or may in the future have a right to elect to receive, benefits under a state-mandated workers' compensation system on

account of any personal injury claims. *However, any claims held by former or current employees that may be asserted directly against the Debtors outside of a state workers' compensation system including, but not limited to, claims for pre-petition wages, salaries and benefits and deferred compensation, if any, are subject to the Bar Date and such employees who want to preserve their right, if any, to assert a claim directly against the Debtors outside of a state workers' compensation system must file a Proof of Claim by the Bar Date in order to preserve such claim or be forever barred from asserting such claim;*

- G. The Chase Manhattan Bank, n/k/a JP Morgan Chase, in its capacity as administrative agent for the Banks and Purchasing Banks which are parties to one or both of the two \$250 million unsecured revolving credit facilities, namely: (i) the Credit Agreement dated as of May 14, 1998, and (ii) the 364-Day Credit Agreement dated as of May 5, 1999, as each may have been amended or supplemented (collectively, the "Pre-Petition Facilities") may file proofs of claim in respect of claims for principal, interest and other amounts that arise under the two Pre-Petition Facilities on behalf of the Banks and Purchasing Banks for which it acts in lieu of or in addition to any individual proofs of claim filed by such debtholders and, accordingly, such Banks and Purchasing Banks need not file proofs of claim asserting such claims; provided, however, that such debtholders must file individual claims against the Debtors for all other claims they seek to assert against the Debtors; and
- H. Any holder of an interest in the Debtors arising solely from its ownership of the common stock or other equity securities of the Debtors need not file a proof of interest, but must file a proof of claim for any claim they have against the Debtors.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS OF IF THE CLAIM YOU HELD AGAINST THE DEBTORS HAS BEEN PAID IN FULL.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE YOU HAVE A CLAIM.**

### **3. ASBESTOS PERSONAL INJURY CLAIMS, ZONOLITE ATTIC INSULATION CLAIMS**

*The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claims process, to be established by the Court, and should not be filed at this time.*

### **4. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a proof of claim on or before the later of (a) 30 days after service of

an order of the Court approving such rejection or 30 days after service of notice of such rejection, if such rejection occurs by expiration of time fixed by the Court, or (b) the Bar Date.

## 5. WHEN AND WHERE TO FILE

To file a claim, do the following:

- *File the claim on the appropriate Court-ordered Proof of Claim Form, a copy of which is enclosed with this notice.*
- *For additional copies of the Proof of Claim Form:*
  - Contact Rust Consulting, Inc., the Claims Processing Agent, toll-free at **1-800-432-1909**, 9:00 a.m. - 4:00 p.m., Eastern Time, Monday through Friday. Claimants will not be charged for this call.
  - Visit the Grace chapter 11 website at [insert website] to request a *Proof of Claim Form* and instructions for completing the *Proof of Claim Form*.
- *For ALL CLAIMS, return the completed Proof of Claim Form(s) to the Claims Processing Agent by no later than \_\_\_\_\_, 2002 at 4:00 p.m. Eastern Time.*
- *Proof of Claim Forms will be deemed filed only when actually received by the Claims Processing Agent. Proof of Claim Forms submitted by facsimile, telecopy or other electronic transmission will not be accepted and will not be deemed filed. If you are returning the Proof of Claim Form by mail, allow sufficient mailing time so that the Proof of Claim Form is received on or before the Bar Date. Proof of Claim Forms that are postmarked before that date but are received thereafter will be considered late.*
- *Proof of Claim Forms must be mailed, filed in person, or hand delivered so as to be received on or before the Bar Date at the following address:*

If mailed, to:

Claims Processing Agent  
Re: W. R. Grace & Co. Bankruptcy  
P.O. Box 1619  
Faribault, MN 55021-1619

If hand delivered, to:

Rust Consulting, Inc.  
Claims Processing Agent  
Re: W. R. Grace & Co. Bankruptcy  
201 S. Lyndale Avenue  
Faribault, MN 55021

(between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, on business days).

- Proof of Claim Forms *will be deemed filed only when actually received at the address indicated above. You must include all attachments and exhibits with each Proof of Claim and the claim form must be signed by the claimant.*
- *Do not file or send copies of the Proof of Claim to the Debtors, counsel for the Debtors, the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Asbestos Property Damage Claimants, the Official Committee of Equity Security Holders, or such Committees' counsel. Upon receipt of your claim, the Claims Processing Agent will send an acknowledgment card with the appropriate claim number noted thereon.*

## 6. WHAT TO FILE

If you file a Proof of Claim, you must use the appropriate court-ordered Proof of Claim form supplied with this notice. If you are filing a Proof of Claim for an Asbestos Property Damage Claim, use the Proof of Claim form entitled "Grace Asbestos Property Damage Proof of Claim Form". If you are filing a Proof of Claim for a Medical Monitoring Claim, use the Proof of Claim form entitled "Asbestos Medical Monitoring Proof of Claim Form." If you are filing a Proof of Claim for any other claim subject to the Bar Date outlined herein, use the Proof of Claim form entitled "Grace Non-Asbestos Proof of Claim Form."

If you file a proof of claim, your filed proof of claim must (i) be written in English, (ii) be denominated in lawful currency of the United States, and (iii) indicate the Debtor against which you are asserting a claim.

IF YOU HAVE A CLAIM AGAINST MORE THAN ONE OF THE DEBTORS YOU MUST FILE A SEPARATE PROOF OF CLAIM ASSERTING EACH SUCH CLAIM AGAINST THE APPROPRIATE DEBTOR.

## 7. PRODUCT INFORMATION

For your information and assistance in completing the Asbestos Property Damage Claim Form, the Debtors mined vermiculite and produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. Grace also produced and marketed vermiculite products containing added asbestos for use primarily in commercial, public and high-rise residential buildings. These products included ceiling and wall finishes, plasters, and cements. In addition, from 1959 to 1973, Grace or its predecessor marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-on fireproofing plaster used to provide fire protection for the enclosed steel beams in such buildings. A list of the brand names under which the Debtors manufactured products that may have contained commercially added asbestos is attached as Exhibit 2.

## 8. CLAIMS AGAINST MULTIPLE DEBTORS/OTHER NAMES

If you assert claims against more than one Debtor, you must file a separate Proof of Claim Form against each applicable Debtor. The case number of each Debtor is listed on the

attached Exhibit 1 and the General Instructions for filing Proof of Claim Forms. If you file a single Proof of Claim Form asserting a claim against more than one Debtor, your claim will be deemed to have been filed against the first Debtor identified only. All additional identified Debtors will be disregarded.

If you believe you have a claim against the Debtors' estates but you are not sure which Debtor to assert your claim against, attached as part of Exhibit 1 to this Bar Date Notice is also a list of "other names" used by the Debtors' main operating entity, W. R. Grace & Co. - Conn., case no. 01-1179. Any Claims you wish to assert against one of these "other names" should be filed against W. R. Grace & Co. - Conn.

If you need additional Proof of Claim Form(s), you may obtain additional forms by: (a) calling the Claims Processing Agent toll free at 1-800-432-1909; or (b) requesting such forms via the website at [insert website].

## 9. EFFECT OF NOT FILING A CLAIM

ANY HOLDER OF A NON-ASBESTOS CLAIM, ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM WHO IS REQUIRED TO FILE A PROOF OF CLAIM AND USE A COURT APPROVED PROOF OF CLAIM FORM AND WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE FOR ANY CLAIMS SUCH CLAIMANT HOLDS AGAINST ANY OF THE DEBTORS OR THEIR PREDECESSORS-IN-INTEREST, INSURANCE CARRIERS OR THE DEBTORS' PROPERTY, **SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED** FROM ASSERTING ANY SUCH CLAIMS (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIMS) AGAINST ANY OF THE DEBTORS, THEIR PROPERTY OR THEIR ESTATES. IF ANY SUCH CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH CLAIMS AND THE HOLDERS OF SUCH CLAIMS SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES. *As noted above, present or former employees of the Debtors receiving or having a right to elect to receive workers' compensation benefits on account of asbestos exposure do not need to file a Proof of Claim to preserve such benefit but must file a Proof of Claim if they seek to preserve a right to proceed against the Debtors in respect of all Non-Asbestos Claims.*

## 10. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one of more Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

Copies of the Schedules may be examined by interested parties between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, Sixth Floor, 824 Market Street,

Wilmington, Delaware 19801 or you may request a copy of the portion of the Schedules that pertains to your claim from the Claims Processing Agent at P.O. Box 1619, Faribault, MN 55021-1619.

#### 11. QUESTIONS REGARDING COMPLETION OF PROOF OF CLAIM FORM

If you have any questions concerning whether or not you need to file a Proof of Claim, you should consult your attorney. If you have questions concerning how to complete a *Proof of Claim Form* or for additional information regarding this Notice or to obtain a *Proof of Claim Form*, contact the **Claims Processing Agent** toll-free at **1-800-432-1909** between 9:00 a.m. and 4:00 p.m. (Eastern Time), Monday through Friday, or write to: **Claims Processing Agent, Re: W. R. Grace & Co. Bankruptcy, P.O. Box 1619, Faribault, MN 55021-1619**. You may also request a *Proof of Claim Form* and instructions via Grace's chapter 11 website, at [insert website].

BY ORDER OF THE COURT

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The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

## DEFINITIONS OF CLAIMS SUBJECT TO BAR DATE

The Bar Date shall apply to persons and entities having claims within section 101(5) of the Bankruptcy Code against any or all of the following entities or their predecessors-in-interest: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), case no. 01-1139, W. R. Grace & Co.-Conn., case no. 01-1179, A-1 Bit & Tool Co., Inc., case no. 01-1140, Alewife Boston Ltd., case no. 01-1141, Alewife Land Corporation, case no. 01-1142, Amicon, Inc., case no. 01-1143, CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), case no. 01-1144, CCHP, Inc., case no. 01-1145, Coalgrace, Inc., case no. 01-1146, Coalgrace II, Inc., case no. 01-1147, Creative Food 'N Fun Company, case no. 01-1148, Darex Puerto Rico, Inc., case no. 01-1149, Del Taco Restaurants, Inc., case no. 01-1150, Dewey and Almy, LLC (f/k/a Dewey and Almy Company), case no. 01-1151, Ecarg, Inc., case no. 01-1152, Five Alewife Boston Ltd., case no. 01-1153, G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), case no. 01-1154, G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), case no. 01-1155, GEC Management Corporation, case no. 01-1156, GN Holdings, Inc., case no. 01-1157, GPC Thomasville Corp., case no. 01-1158, Gloucester New Communities Company, Inc., case no. 01-1159, Grace A-B Inc., case no. 01-1160, Grace A-B II Inc., case no. 01-1161, Grace Chemical Company of Cuba, case no. 01-1162, Grace Culinary Systems, Inc., case no. 01-1163, Grace Drilling Company, case no. 01-1164, Grace Energy Corporation, case no. 01-1165, Grace Environmental, Inc., case no. 01-1166, Grace Europe, Inc., case no. 01-1167, Grace H-G Inc., case no. 01-1168, Grace H-G II Inc., case no. 01-1169, Grace Hotel Services Corporation, case no. 01-1170, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), case no. 01-1171, Grace Offshore Company, case no. 01-1172, Grace PAR Corporation, case no. 01-1173, Grace Petroleum Libya Incorporated, case no. 01-1174, Grace Tarpon Investors, Inc., case no. 01-1175, Grace Ventures Corp., case no. 01-1176, Grace Washington, Inc., case no. 01-1177, W. R. Grace Capital Corporation, case no. 01-1178, W. R. Grace Land Corporation, case no. 01-1180, Gracoal, Inc., case no. 01-1181, Gracoal II, Inc., case no. 01-1182, Guanica-Caribe Land Development Corporation, case no. 01-1183, Hanover Square Corporation, case no. 01-1184, Homco International, Inc., case no. 01-1185, Kootenai Development Company, case no. 01-1186, L B Realty, Inc., case no. 01-1187, Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), case no. 01-1188, Monolith Enterprises, Incorporated, case no. 01-1189, Monroe Street, Inc., case no. 01-1190, MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), case no. 01-1191, MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), case no. 01-1192, MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), case no. 01-1193, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), case no. 01-1194, Southern Oil, Resin & Fiberglass, Inc., case no. 01-1195, Water Street Corporation, case no. 01-1196, Axial Basin Ranch Company, case no. 01-1197, CC Partners (f/k/a Cross Country Staffing), case no. 01-1198, Hayden-Gulch West Coal Company, case no. 01-1199, H-G Coal Company, case no. 01-1200, (herein collectively referred to as the "Debtors" or "Grace").

W. R. Grace & Co. - Conn. is the Debtors' main operating entity. Attached hereto is a list of "other names" used by W. R. Grace & Co. - Conn. in the last 6 years. If you assert a claim against any of these "other names", your claim should be filed against W. R. Grace & Co. - Conn., case no. 01-1179.

**Non-Asbestos Claim:** Non-Asbestos Claims are all other claims against the Debtors as of the time immediately preceding the commencement of the Chapter 11 cases on April 2, 2001 other than Asbestos Property Damage, Zonolite Attic Insulation, Asbestos Personal Injury, Settled Asbestos or Medical Monitoring Claims. More specifically, Non-Asbestos Claims are those claims against one or more of the Debtors, whether in the nature of or sounding in tort, contract, warranty or any other theory of law or equity for, relating to or arising by reason of, directly or indirectly, any injury, damage or economic loss caused or allegedly caused directly or indirectly by any of the Debtors or any products or materials manufactured, sold, supplied, produced, specified, selected, distributed or in any way marketed by one or more of the Debtors and arising or allegedly arising directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages. For purposes of the Bar Date, the defined term “Non-Asbestos Claim” is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Asbestos Property Damage Claims; (c) Settled Asbestos Claims; (d) Zonolite Attic Insulation Claims; or (e) Medical Monitoring Claims.

**Asbestos Property Damage Claim:** Asbestos Property Damage Claims are claims as of the time immediately preceding the Bar Date that relate, for example, to the cost of removal, diminution of property value or economic loss caused by asbestos in products manufactured by the Debtors or from vermiculite mined, milled, or processed by the Debtors. More specifically, Asbestos Property Damage Claims are those claims against, or any debt, obligation or liability of, one or more of the Debtors, whether in the nature of or sounding in tort, contract, warranty or any other theory of law or equity for, relating to or arising by reason of, directly or indirectly, property damage, including, but not limited to, diminution in the value thereof, or environmental damage or economic loss caused or allegedly caused, directly or indirectly, by asbestos in products or materials, manufactured, sold, supplied, produced, specified, selected, distributed or in any way marketed by one or more of the Debtors or from vermiculite mined, milled, or processed by the Debtors and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages. For purposes of the Bar Date, the defined term “Asbestos Property Damage Claim” is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Zonolite Attic Insulation Claims; (c) Settled Asbestos Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of claims for property damage relating to asbestos or vermiculite.

**Medical Monitoring Claim:** Medical Monitoring Claims are those claims by or on behalf of those who have not as of the Bar Date suffered any personal injury but who are alleging that Grace wrongfully caused them to be significantly exposed to hazardous asbestos fibers, that this exposure significantly increased the claimant’s risk of contracting a serious latent disease, that medical monitoring could reasonably be expected to result in early detection of the onset and mitigation of the severity of such disease, and that because of this exposure it is necessary for the claimant to be examined by a physician or receive medical testing more often than he or she otherwise would.

**As outlined in the Claims Bar Date Notice, the Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims. Those claims will be subject to a separate claims submission process and should not be filed at this time. Those claims are defined as follows:**



**Asbestos Personal Injury Claim:** Asbestos Personal Injury Claims are those claims involving personal injuries or damages related to exposure to asbestos containing products manufactured by the Debtors or exposure to vermiculite mined, milled or processed by the Debtors. More specifically, Asbestos Personal Injury Claims are those claims against one or more of the Debtors, whether in nature of or sounding in tort, contract, warranty or any other theory of law or equity for, relating to or arising by reason of, directly or indirectly, physical, emotional or other personal injuries or other damages caused, or allegedly caused, directly or indirectly, by the exposure to, asbestos containing products or materials manufactured, sold, supplied, produced, specified, selected, distributed or in any way marketed by one or more of the Debtors or by the exposure to vermiculite mined, milled or processed by the Debtors, and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory damages such as loss of consortium, medical monitoring, personal or bodily injury, wrongful death, survivorship, proximate, consequential, general and special damages and punitive damages. "Asbestos Personal Injury Claim" is not intended to include those claims separately defined herein as (a) Asbestos Property Damage Claims; (b) Zonolite Attic Insulation Claims; (c) Settled Asbestos Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of exposure to asbestos or asbestos-containing products or the mining, milling or processing of vermiculite.

**Settled Asbestos Claim:** Settled Asbestos Claims are those Asbestos Personal Injury Claims against the Debtors for which the Claimant and one or more of the Debtors entered into a fully-effective and binding settlement agreement, for a liquidated amount, as of the commencement of the Debtors' chapter 11 cases on April 2, 2001, but for which the Claimant has yet to receive full payment. "Settled Asbestos Claim" is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Asbestos Property Damage Claims; (c) Zonolite Attic Insulation Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of exposure to asbestos or asbestos-containing products or the mining, milling or processing of vermiculite.

**Zonolite Attic Insulation Claim:** Zonolite Attic Insulation Claims are claims that relate, for example, to the cost of removal, diminution of property value or economic loss caused by the presence of Zonolite Attic Insulation manufactured by the Debtors. Zonolite Attic Insulation is a loose-fill, non-roll vermiculite home attic insulation, which may contain naturally occurring asbestos. It was sold from the 1920/1930s to 1984. Zonolite may have a glittery granular appearance. The granules are shaped like a small nugget and expanded like an accordion and may have a silvery, gold translucent or brownish cast. After years in the attic, however, the granules may darken to black or gray. Zonolite may be found underneath subsequently installed insulation of other types such as rolled fiberglass insulation. Zonolite Attic Insulation Claims are those claims against, or any debt, obligation or liability of, one or more of the Debtors, whether in the nature of or sounding in tort, contract, warranty or any other theory of law or equity, relating to or arising by reason of, directly or indirectly, property damage, including, but not limited to, diminution in the value thereof, or environmental damage or economic loss caused or allegedly caused, directly or indirectly, by the Zonolite Attic Insulation sold, supplied, produced, specified, selected, distributed or in any way marketed by one of the Debtors -- and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages. The defined term "Zonolite Attic Insulation Claim" is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Asbestos

Property Damage Claims; (c) Settled Asbestos Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of claims for property damage relating to Zonolite Attic Insulation.

**Other Names Used by W. R. Grace & Co.-Conn. Case No. 01-1179 In Last 6 Years**

|  |                                   |                              |
|--|-----------------------------------|------------------------------|
| ABS                                    | Dearborn                          | Gracoal                      |
| ABS Specialty Genetics                 | Dearborn Chemicals                | Harold's                     |
| Adtec                                  | Del Taco, Inc.                    | Home Nutritional Services    |
| Agracetus                              | Del Taco Restaurants              | Homecare Division            |
| Airmold                                | Dewey & Almy                      | Hotel Services Corporation   |
| Ambrosia Chocolate                     | Dewey & Almy Chemicals            | Huthnance                    |
| American Breeders Service              | Dialysis Services Division        | LB Realty                    |
| American Café                          | Diamonite                         | Las Brisas                   |
| Amicon                                 | Duncan Lagnese & Assoc., Inc.     | Las Brisas Restaurant        |
| Amicon, Inc.                           | Emerson & Cuming                  | Lifechem, Inc.               |
| Aquatec Chemical                       | Endura                            | Lighting Systems Internation |
| Assignment America                     | Environmental Litigation          | Marine Culture Enterprises   |
| Auragen                                | Management                        | Medalliance                  |
| Baker & Taylor                         | Erika, Inc.                       | Medical Products Division    |
| Beltronix Systems, Inc.                | Flex-Light                        | Merckens Chocolate           |
| Camet                                  | Formpac                           | Metreon                      |
| Canonie, Inc.                          | Geniva                            | Minico                       |
| Canonie Environmental Services         | Gloucester New Communities Co.    | Momolith Enterprises         |
| Canonie Ventures                       | GN Holdings                       | Medalliance                  |
| Caswell Massey                         | Grace Biomedical                  | Medical Products Division    |
| Century Café                           | Grace Biopesticides               | Merckens Chocolate           |
| CC Partners                            | Grace Bioremediation Technologies | Metreon                      |
| CCHP                                   | Grace Cocoa                       | Minico                       |
| Chomerics                              | Grace Cocoa Associates, L.P.      | Momolith Enterprises         |
| Circe Biomedical                       | Grace Composite Materials         | National Medical Care        |
| Coast Café                             | Grace Construction Products       | NMC                          |
| Colowyo Coal Company                   | Grace Container Products          | PJ McKenzie's                |
| Composite Materials                    | Grace Culinary Systems            | Propal                       |
| Construction Products Division         | Grace Davison                     | Protocare                    |
| Cormix                                 | Grace Drilling                    | Reg                          |
| Creative Food And Fun                  | Grace Energy                      | Restaurant Enterprises Group |
| Crosfield Catalysts                    | Grace Healthcare                  | Remedium Group, Inc.         |
| Cross Country Healthcare Personnel     | Grace Hotel Services Corporation  | Secret Harbor Bistro         |
| Cross Country Healthcare Professionals | Grace Logistics Services          | Sourgas                      |
| Cross Country Staffing                 | Grace Membrane Systems            | Southern Flow Companies      |
| Cryovac                                | Grace Microwave                   | Stantrans, Inc.              |
| Cypress Packaging                      | Grace Packaging                   | STS                          |
| Darex                                  | Grace Performance Chemicals       | Support Transport Services   |
| Darex Container Products               | Grace Petroleum Company           | Tec Systems                  |
| Darex Puerto Rico                      | Grace-Sierra                      | Veratex Corporation          |
| Davison                                | Grace Specialty Businesses        | Visiting Nurses              |
| Davison Catalysts                      | Grace Specialty Polymers          |                              |
| Davison Chemical                       | Grace Tec Systems                 |                              |
| Davison Silicas                        | Grace Transportation Services     |                              |
| Dean & Deluca                          | Grace Washington, Inc.            |                              |

A list of the brand names under which the Debtors manufactured or distributed products which may have contained commercially added asbestos, includes, but may not be limited to, the following:

- Ari-Zonolite Board Texture (1961 - 1964);
- Ari-Zonolite Natura
- Ari-Zonolite Oyster White
- Ari-Zonolite Nu-White
- Econo-White 65 and Econo-White 70 -- Econo-White Acoustical Texture; Econo-White Super White
- Hi-Sorb Acoustical Plaster (1966 - 1973) -- XX White Hi-Sorb; Oyster White Hi-Sorb
- Perlcoustic (1966 - 1973)
- Perltext Spray Surfaces (19 ?? - 1973) -- PlasterTex; Perltext Super-40 Spray Surfacers; Perltext Super-40; Gun Coat Spray Surfacers
- Perltext Super-40 Fog (19 ?? - 1973) -- Perltext Fog (Prior to 1968)
- Perltext Super-40 Perltext (19 ?? - 1973) -- Perltext Perlite; Super-40 Perlite
- Perltext Super-40 Polycoarse -- Perltext Polycoarse (Prior to 1988)
- Perltext Super-40 SAV (19 ?? - 1973) -- Perltext SAV; Super-40 SAV
- Prep-Coat #3; Prep-Coat #5
- Satin White
- Spra-Wyt a/k/a Spra-Wyt Finish, Spra-Wyt Acoustical, Spra-Wyt Acoustical Finish
- Vermiculite Acoustical Plaster; Vermiculite Acoustical Plastic
- Versakote -- Prep Coat #4
- Z-Tex (1958 - 1962) -- EX-Tex; Z-Tex 2; Z-Tex 2 Super White
- Zono-Coustic (1960-1973) -- Zono-Coustic 1; Zonocoustic 2; Zonocoustic 3; Zonocoustic Type Z; and Zonocoustic (MK2)
- Zonolite Acoustical Plaster (1945 - 1972) -- Zonolite Acoustical Plastic; Zonolite Board of Education Texture (1962 - 1963) -- Board of Education Hard Texture
- Zonolite Finish Coat (1956 - 1970) -- Decorator's White
- Zonolite Finish Coat (1961 - 1973) -- Decorator's White Extra Hard
- Zonolite Finishing Cement
- Zonolite High Temperature Insulating Cement (1938 - 1971) -- Hi Temp Insulating Cement; Zonolite Hi-Temperature Cement; Zonolite High Temperature Cement
- Zonolite Mono-Kote (MK-1) (1958 - 1962) -- Mono-Kote (generic name)
- Zonolite Mono-Kote 3 (MK-3) (1959 - 1973) -- Mono-Kote (generic name)
- Zonolite Spra-Insulation (1959 - 1973) -- Mono-Kote (MK-2)
- Zonolite Spra-Tex -- Regular (1955 - 1972) -- Zonolite Spra-Tex EH
- Zonolite Spra Tex -- Extra Hard (1961 - 1972)

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**W. R. GRACE & CO., et al.,<sup>1</sup>**

**Debtors.**

) **Chapter 11**  
)  
) **Case No. 01-01139 (JKF)**  
) **(Jointly Administered)**  
)  
)  
)

**CLAIMS BAR DATE NOTICE**

PLEASE TAKE NOTICE THAT on April 22, 2002 the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware (the "Court"), having jurisdiction over the Chapter 11 cases of W. R. Grace & Co. and certain of its affiliates (collectively, the "Debtors" or "Grace") entered an Order As to All Non-Asbestos Claims, Asbestos Property Damage Claims and Medical Monitoring Claims: (I) Approving Case Management Schedule, (II) Establishing Bar Date, (III) Approving Proof Of Claim Forms and (IV) Approving Notice Program ("Bar Date Order") which, among other things, sets a Bar Date for filing proofs of claim against the Debtors, for Non-Asbestos Claims,

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, I.I.C (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Asbestos Property Damage Claims and Medical Monitoring Claims, as defined on Exhibit 1 attached.

Under the Bar Date Order, the Court established the following Bar Date:

March 31, 2003 at 4:00 p.m. Eastern Time as the last day and time for all persons and entities, including without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit who have **Claims**, including **pre-petition** Non-Asbestos Claims and **present** Asbestos Property Damage Claims or Medical Monitoring Claims against any of the Debtors or their predecessors-in-interest, to file proofs of claim.

A copy of the Bar Date Order setting the Bar Date is enclosed.

#### 1. WHO MUST FILE A PROOF OF CLAIM

On April 2, 2001 (the "Petition Date"), each of the Debtors commenced a case under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code.")

You **MUST** file a Proof of Claim if you have a **CLAIM** against the Debtors including but not limited to any **pre-petition** Non-Asbestos Claim or any **present** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. Any person or entity having such a claim against the Debtors must file a Proof of Claim on or before the Bar Date, using the applicable Proof of Claim form approved by the Court.

**The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims as defined in Exhibit 1. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claim submission process and should not be filed at this time.**

The Bar Date does apply to derivative asbestos claims and asbestos-related claims for contribution, indemnity, reimbursement or subrogation. The Bar Date also applies to personal injury and/or wrongful death claims which are not asbestos-related.

**IN THE EVENT THAT PRIOR TO THE BAR DATE YOU FILED A PROOF OF CLAIM FOR AN ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM USING OFFICIAL FORM 10 OR ANY OTHER PROOF OF CLAIM FORM, YOU MUST REFILE YOUR CLAIM ON THE APPROPRIATE SPECIALIZED COURT-APPROVED PROOF OF CLAIM FORM ON OR BEFORE THE BAR DATE OR YOUR CLAIM SHALL BE BARRED AND DISALLOWED.**

In the event that prior to the Bar Date you filed a proof of claim for any claim **other than** an Asbestos Property Damage Claim or Medical Monitoring Claim using Official Form 10 or any other proof of claim form, you do **not** need to refile your claim on the appropriate specialized court-approved proof of claim form on or before the Bar Date so long as you identified the appropriate Debtor against which your claim is asserted in your proof of claim form.

Under Section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. Because of this broad definition, acts or omissions of the Debtors that occurred before the Debtors filed their Chapter 11 cases on April 2, 2001 may give rise to claims against them notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Therefore, any creditor having a claim against the Debtors, no matter how remote or contingent, must file a proof of claim before the Bar Date.

As outlined herein, you must file a claim if you have a **PRE-PETITION** Non-Asbestos Claim or any **PRESENT** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. A **PRE-PETITION** claim is a claim as of the time **IMMEDIATELY PRECEDING THE COMMENCEMENT OF THE CHAPTER 11 CASES ON APRIL 2, 2001**. A **PRESENT** claim is a claim as of the time **IMMEDIATELY PRECEDING THE BAR DATE**.

## **2. WHO DOES NOT NEED TO FILE A PROOF OF CLAIM**

The Bar Date and the need to file a Proof of Claim applies only to holders of pre-petition Non-Asbestos Claims against the Debtors and holders of present Asbestos Property Damage Claims and Medical Monitoring Claims against the Debtors. You do not need to file a proof of claim if you have any of the following types of claims:

- A. **An Asbestos Personal Injury Claim, Settled Asbestos Claim or Zonolite Attic Insulation Claim;**
- B. A claim that (i) is listed on the Debtors' Schedules (as defined below), (ii) is not described in the Schedules as "disputed," "contingent," or "unliquidated," and (iii) is in the same amount and of the same classification as set forth in the Schedules;
- C. An administrative expense of any of the Debtors' Chapter 11 cases as defined in Sections 503(b) or 507(a) of the Bankruptcy Code as including the actual, necessary costs and expenses of preserving the estate;
- D. A claim of a Debtor or a subsidiary of a Debtor against another Debtor or another subsidiary of a Debtor;
- E. A claim that has been allowed by an order of the Court entered on or before the Bar Date;
- F. A claim of a present or former employee of the Debtors who is currently receiving, currently has the right to receive, or may in the future have a right to elect to receive, benefits under a state-mandated workers' compensation system on

account of any personal injury claims. *However, any claims held by former or current employees that may be asserted directly against the Debtors outside of a state workers' compensation system including, but not limited to, claims for pre-petition wages, salaries and benefits and deferred compensation, if any, are subject to the Bar Date and such employees who want to preserve their right, if any, to assert a claim directly against the Debtors outside of a state workers' compensation system must file a Proof of Claim by the Bar Date in order to preserve such claim or be forever barred from asserting such claim;*

- G. The Chase Manhattan Bank, n/k/a JP Morgan Chase, in its capacity as administrative agent for the Banks and Purchasing Banks which are parties to one or both of the two \$250 million unsecured revolving credit facilities, namely: (i) the Credit Agreement dated as of May 14, 1998, and (ii) the 364-Day Credit Agreement dated as of May 5, 1999, as each may have been amended or supplemented (collectively, the "Pre-Petition Facilities") may file proofs of claim in respect of claims for principal, interest and other amounts that arise under the two Pre-Petition Facilities on behalf of the Banks and Purchasing Banks for which it acts in lieu of or in addition to any individual proofs of claim filed by such debtholders and, accordingly, such Banks and Purchasing Banks need not file proofs of claim asserting such claims; provided, however, that such debtholders must file individual claims against the Debtors for all other claims they seek to assert against the Debtors; and
- H. Any holder of an interest in the Debtors arising solely from its ownership of the common stock or other equity securities of the Debtors need not file a proof of interest, but must file a proof of claim for any claim they have against the Debtors.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS OR IF THE CLAIM YOU HELD AGAINST THE DEBTORS HAS BEEN PAID IN FULL.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE YOU HAVE A CLAIM.**

### **3. ASBESTOS PERSONAL INJURY CLAIMS, ZONOLITE ATTIC INSULATION CLAIMS**

*The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claims process, to be established by the Court, and should not be filed at this time.*

### **4. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a proof of claim on or before the later of (a) 30 days after service of



an order of the Court approving such rejection or 30 days after service of notice of such rejection, if such rejection occurs by expiration of time fixed by the Court, or (b) the Bar Date.

## 5. WHEN AND WHERE TO FILE

To file a claim, do the following:

- *File the claim on the appropriate Court-ordered Proof of Claim Form, a copy of which is enclosed with this notice.*
- *For additional copies of the Proof of Claim Form:*
  - *Contact Rust Consulting, Inc., the Claims Processing Agent, toll-free at 1-800-432-1909, 9:00 a.m. - 4:00 p.m., Eastern Time, Monday through Friday. Claimants will not be charged for this call.*
  - *Visit the Grace chapter 11 website at [insert website] to request a *Proof of Claim Form* and instructions for completing the *Proof of Claim Form*.*
- *For ALL CLAIMS, return the completed Proof of Claim Form(s) to the Claims Processing Agent by no later than March 31, 2003 at 4:00 p.m. Eastern Time.*
- *Proof of Claim Forms will be deemed filed only when actually received by the Claims Processing Agent. Proof of Claim Forms submitted by facsimile, telecopy or other electronic transmission will not be accepted and will not be deemed filed. If you are returning the Proof of Claim Form by mail, allow sufficient mailing time so that the Proof of Claim Form is received on or before the Bar Date. Proof of Claim Forms that are postmarked before that date but are received thereafter will be considered late.*
- *Proof of Claim Forms must be mailed, filed in person, or hand delivered so as to be received on or before the Bar Date at the following address:*

If mailed, to:

Claims Processing Agent  
Re: W. R. Grace & Co. Bankruptcy  
P.O. Box 1619  
Faribault, MN 55021-1619

If hand delivered, to:

Rust Consulting, Inc.  
Claims Processing Agent  
Re: W. R. Grace & Co. Bankruptcy  
201 S. Lyndale Avenue  
Faribault, MN 55021

(between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, on business days).

- *Proof of Claim Forms will be deemed filed only when actually received at the address indicated above. You must include all attachments and exhibits with each Proof of Claim and the claim form must be signed by the claimant.*
- *Do not file or send copies of the Proof of Claim to the Debtors, counsel for the Debtors, the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Asbestos Property Damage Claimants, the Official Committee of Equity Security Holders, or such Committees' counsel. Upon receipt of your claim, the Claims Processing Agent will send an acknowledgment card with the appropriate claim number noted thereon.*

## 6. WHAT TO FILE

If you file a Proof of Claim, you must use the appropriate court-ordered Proof of Claim form supplied with this notice. If you are filing a Proof of Claim for an Asbestos Property Damage Claim, use the Proof of Claim form entitled "Grace Asbestos Property Damage Proof of Claim Form". If you are filing a Proof of Claim for a Medical Monitoring Claim, use the Proof of Claim form entitled "Asbestos Medical Monitoring Proof of Claim Form." If you are filing a Proof of Claim for any other claim subject to the Bar Date outlined herein, use the Proof of Claim form entitled "Grace Non-Asbestos Proof of Claim Form."

If you file a proof of claim, your filed proof of claim must (i) be written in English, (ii) be denominated in lawful currency of the United States, and (iii) indicate the Debtor against which you are asserting a claim.

IF YOU HAVE A CLAIM AGAINST MORE THAN ONE OF THE DEBTORS YOU MUST FILE A SEPARATE PROOF OF CLAIM ASSERTING EACH SUCH CLAIM AGAINST THE APPROPRIATE DEBTOR.

## 7. PRODUCT INFORMATION

For your information and assistance in completing the Asbestos Property Damage Claim Form, the Debtors mined vermiculite and produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. Grace also produced and marketed vermiculite products containing added asbestos for use primarily in commercial, public and high-rise residential buildings. These products included ceiling and wall finishes, plasters, and cements. In addition, from 1959 to 1973, Grace or its predecessor marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-on fireproofing plaster used to provide fire protection for the enclosed steel beams in such buildings. A list of the brand names under which the Debtors manufactured products that may have contained commercially added asbestos is attached as Exhibit 2.

## 8. CLAIMS AGAINST MULTIPLE DEBTORS/OTHER NAMES

If you assert claims against more than one Debtor, you must file a separate Proof of Claim Form against each applicable Debtor. The case number of each Debtor is listed on the

attached Exhibit 1 and the General Instructions for filing Proof of Claim Forms. If you file a single Proof of Claim Form asserting a claim against more than one Debtor, your claim will be deemed to have been filed against the first Debtor identified only. All additional identified Debtors will be disregarded.

If you believe you have a claim against the Debtors' estates but you are not sure which Debtor to assert your claim against, attached as part of Exhibit 1 to this Bar Date Notice is also a list of "other names" used by the Debtors' main operating entity, W. R. Grace & Co. - Conn., case no. 01-1179. Any Claims you wish to assert against one of these "other names" should be filed against W. R. Grace & Co. - Conn.

If you need additional Proof of Claim Form(s), you may obtain additional forms by: (a) calling the Claims Processing Agent toll free at 1-800-432-1909; or (b) requesting such forms via the website at [insert website].

## 9. EFFECT OF NOT FILING A CLAIM

ANY HOLDER OF A NON-ASBESTOS CLAIM, ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM WHO IS REQUIRED TO FILE A PROOF OF CLAIM AND USE A COURT APPROVED PROOF OF CLAIM FORM AND WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE FOR ANY CLAIMS SUCH CLAIMANT HOLDS AGAINST ANY OF THE DEBTORS OR THEIR PREDECESSORS-IN-INTEREST, INSURANCE CARRIERS OR THE DEBTORS' PROPERTY, **SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING ANY SUCH CLAIMS (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIMS) AGAINST ANY OF THE DEBTORS, THEIR PROPERTY OR THEIR ESTATES. IF ANY SUCH CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH CLAIMS AND THE HOLDERS OF SUCH CLAIMS SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES.** *As noted above, present or former employees of the Debtors receiving or having a right to elect to receive workers' compensation benefits on account of asbestos exposure do not need to file a Proof of Claim to preserve such benefit but must file a Proof of Claim if they seek to preserve a right to proceed against the Debtors in respect of all Non-Asbestos Claims.*

## 10. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one of more Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").


Copies of the Schedules may be examined by interested parties between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, Sixth Floor, 824 Market Street,

Wilmington, Delaware 19801 or you may request a copy of the portion of the Schedules that pertains to your claim from the Claims Processing Agent at P.O. Box 1619, Faribault, MN 55021-1619.

#### 11. QUESTIONS REGARDING COMPLETION OF PROOF OF CLAIM FORM

If you have any questions concerning whether or not you need to file a Proof of Claim, you should consult your attorney. If you have questions concerning how to complete a *Proof of Claim Form* or for additional information regarding this Notice or to obtain a *Proof of Claim Form*, contact the **Claims Processing Agent** toll-free at 1-800-432-1909 between 9:00 a.m. and 4:00 p.m. (Eastern Time), Monday through Friday, or write to: **Claims Processing Agent, Re: W. R. Grace & Co. Bankruptcy, P.O. Box 1619, Faribault, MN 55021-1619**. You may also request a *Proof of Claim Form* and instructions via Grace's chapter 11 website, at [insert website].

BY ORDER OF THE COURT

  
The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

MOVANT SHALL IMMEDIATELY  
SERVE A COPY OF THIS ORDER  
ON ALL PARTIES IN INTEREST  
AND FILE PROOF OF SERVICE  
WITH THE CLERK OF THE  
BANKRUPTCY COURT WITHIN  
TEN (10) DAYS HEREOF.